



A 10680

FILED
00 MAR -8 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 612214 4334041

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : March 3, 2000

ORDER TIME : 9:50 AM

ORDER NO. : 612214-035

CUSTOMER NO: 4334041

200003162032--9

CUSTOMER: Mr. John H. Pelletier
Csc The United States
Suite 8746
Two World Trade Center
New York, NY 10048-0203

FOREIGN FILINGS

NAME: AMERICAN BRANDS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNER

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR -8 AM 10:34

RECEIVED

G. COULLETTE MAR 08 2000

CONTACT PERSON: Janna Wilson

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

AMERICAN BRANDS, INC.
(Name of Corporation)

NEVADA
(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

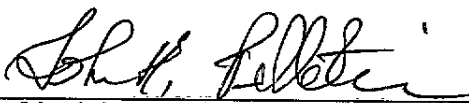
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1013 Centre Road
(Mailing Address)

Wilmington, DE 19805
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board, president, or any officer. VP/Asst. Secretary
Title

John H. Pelletier
Typed or printed name
February 22, 2000
Date