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*****43.75 *****43.75

VIA CERTIFIED MAIL

April 23, 2001

FILED
01 APR 30 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Application By Foreign Corporation For Certificate of Withdrawal - CM Advantage, Inc.

Dear Sir or Madam:

Pursuant to 607.1520 F.S., please find enclosed a duly executed Application By Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida form for CM Advantage, Inc., a Connecticut corporation with is an indirect subsidiary of Massachusetts Mutual Life Insurance Company.

Also enclosed is a check in the amount of \$43.75 in payment of the filing fee (\$35.00) as well as the fee for a Certificate of Status (\$8.75).

Please contact me with any questions.

Sincerely,

Laura E. Lally
Assistant Director of Legal Services

WTH
5-8-01
PWT

Enclosures

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

CM Advantage, Inc.

(Name of Corporation)

State of Connecticut

(Incorporated Under Laws Of)

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.

1295 State Street

(Mailing Address)

Springfield, MA 01111

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Ann F. Lomeli

Secretary

Signature of the Chairman or Vice Chairman of the Board,
President, or any Officer

Title

Ann F. Lomeli

April 19, 2001

Typed or printed name

Date