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Michael J. Clerkin
Vice President
212/559-1998

CITICORP 

December 18, 1997

P12496

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/23/97--01117--007
*****35.00 *****35.00

Re: **CREEF Congress Corp.**
EIN # 13-3400792
Application by Foreign Corporation for Withdrawal of Authority to Transact
Business or Conduct Affairs in Florida

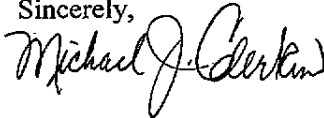
To Whom It May Concern:

Enclosed please find two (2) copies of the above-named application for withdrawal and our check in the amount of \$35.00. Please process the application and send us notice at the address listed on the application.

CREEF Congress Corp., a Delaware corporation, was formally dissolved on December 9, 1997. Enclosed also please find the documents authorizing the dissolution which is evidenced by the Delaware Secretary of State's Authentication #8800593 (copy attached).

Thank you in advance for your help in this matter.

Sincerely,



(Enclosures)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 PM 1:35

withd.
01-06-98
cc

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

CREEF CONGRESS CORP.

(Name of Corporation)

DELAWARE

(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.

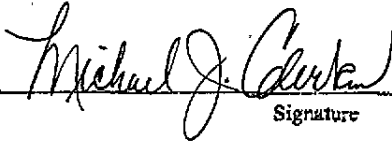
c/o Citibank, N.A., 599 Lexington Avenue, 20th Floor

(Mailing Address)

New York, NY 10043

(City/State/Zip)

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



Signature

President

Title

Michael J. Clerkin

Typed or printed name

December 9, 1997

Date

97 DEC 23 PM 1:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CREEF CONGRESS CORPORATION

**Stockholder's Action by Written Consent
in Lieu of a Special Meeting**

December 9, 1997

The undersigned, being the sole stockholder of CREEF Congress Corporation, a Delaware corporation, in accordance with the authority contained in Section 228 of the General Corporation Law of the State of Delaware and Section 8.8 of Article Eight of the Bylaws of the corporation, does hereby consent to and adopt the following resolutions in lieu of a special meeting of the stockholder of the corporation.

WHEREAS, the corporation was duly incorporated on October 31, 1986, by filing its Certificate of Incorporation on that date in the office of the Secretary of State of the State of Delaware.

WHEREAS, the sole stockholder of the corporation has elected to liquidate the corporation.

NOW, THEREFORE, BE IT RESOLVED, that it is the opinion of the sole stockholder that it is in the best interest of the corporation and its sole stockholder that the corporation be dissolved and its affairs wound up.

FURTHER RESOLVED, that the officers of the corporation, on behalf of the corporation, are authorized and directed to sign and verify a certificate in the form required by law evidencing the election to wind up and dissolve the corporation, and that such officers are further authorized and directed to cause such certificate to be filed with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the officers of the corporation are hereby authorized, directed and empowered to do all such other acts and things and to execute and deliver all such certificates or other documents and to take such other action as they deem necessary or desirable to carry out the purposes and intent of the above resolutions.

**CITIBANK, N.A., as Trustee of the
Citibank, N.A. et al. Commingled
Employee Benefit Trust**

By: Michael J. Clerk
Title: President
Date: December 9, 1997