

P12517



ACCOUNT NO. : 072100000032
REFERENCE : 716877 167868A
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 11:35

ORDER DATE : February 23, 1998
ORDER TIME : 9:37 AM
ORDER NO. : 716877-010
CUSTOMER NO: 167868A

500002440195--7

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

FOREIGN FILINGS

NAME: FIRST UNION CAPITAL MARKETS
CORP.

XX PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

RECEIVED
98 FEB 25 AM 10:54

withd.
02-25-98
CC

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

First Union Capital Markets Corp.

(Name of Corporation)

North Carolina

(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.

301 S. College Street

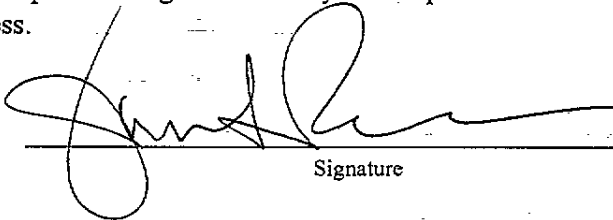
(Mailing Address)

Charlotte, NC 28288-0630

(City/State/Zip)

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



Signature

Senior Vice President

Title

James F. Powers

Typed or printed name

2/20/98

Date