

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, FLORIDA

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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

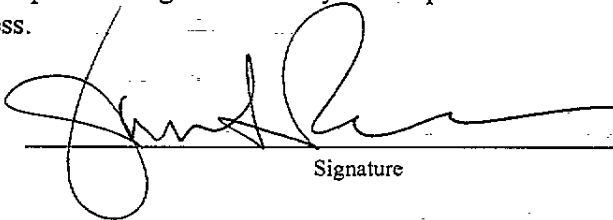
(Mailing Address)

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