P|2749

CT CORPORATION SYSTEM

2 Oliver Street
Boston, MA 02109
Tel. 617 482 4006
Fax 617 482 2795

July 11, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002239201--2
-07/16/97--01039--013
*****35.00 *****35.00
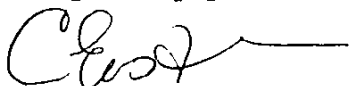
Re: W.B. Saunders Company
     Order #: 929139

Madam or Sir:

As requested by counsel, we enclose for filing withdrawal
documents on behalf of this corporation, together with
funds in payment of the required fees. This document
should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 1-800-225-
2034 Ext. 3012.

Very truly yours,

Christine M. Eastwine
Customer Specialist

/cme

Enclosure(s)

Special Instructions: THANK YOU.

97 JUL 16 PM 1: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Withdrawal

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

W.B. Saunders Company
_____
(Name of Corporation)

Delaware
_____
(Incorporated Under Laws Of)

This corportion 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.
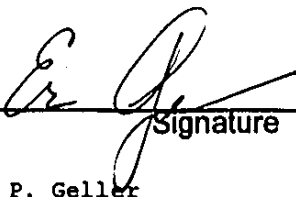
27 Boylston Street
_____
(Mailing Address)

Chestnut Hill, MA   02167
_____
(City - State - Zip)

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

EPG   _____   May 1, 1997
                              Signature   Date

Eric P. Geller
_____
Typed or printed name

Vice President
_____
Title

(FLA.- 2192 - 1/5/93)