

P17924

CT CORPORATION SYSTEM

208 South LaSalle Street
Chicago, IL 60604
Tel. 312 345 4328
Fax 312 345 4344

May 11, 2000

Via Federal Express

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
409 EAST GAINES ST.
TALLAHASSEE, FL 32399

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-05/12/00--01108--009
*****35.00 *****35.00

RE: Tenneco Inc. (Nv)
Order #2194244

TO WHOM IT MAY CONCERN:

Enclosed for FILING is the following document:

(APPLICATION FOR WITHDRAWAL)

Please have the attached FILED, as soon as possible, returning evidence to me in the self-addressed stamped envelope attached.

Our check covering the required fee is attached. If this fee is insufficient or if, for any other reason, this filing cannot be completed as requested, please contact the undersigned by using our toll-free number: 1-800-475-1212.

Thank you for your assistance.

Very truly yours,

Megan Benson

Megan Benson
Associate Customer Specialist

mb/Enclosure(s)

FILED
00 MAY 12 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
5/25/00

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

Tenneco Inc.

(Name of Corporation)

Nevada

(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.

1900 West Field Court

(Mailing Address)

Lake Forest, Illinois 60045

(City - State - Zip)

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



Signature

April 27, 2000

Date

James V. Faulkner, Jr.

Typed or printed name

President

Title

FILED
00 MAY 12 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA