

P20741



ACCOUNT NO. : 072100000032
REFERENCE : 963516 4305845
AUTHORIZATION : Patricia Pujot
COST LIMIT : \$ 43.75

FILED
98 NOV -2 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 16, 1998
ORDER TIME : 10:32 AM
ORDER NO. : 963516-050
CUSTOMER NO: 4305845
CUSTOMER: Marc N. Toyloy, Esq
Willkie, Farr & Gallagher
787 Seventh Avenue
New York, NY 10019-6099

400002677644--9

FOREIGN FILINGS

NAME: GENERAL FELT INDUSTRIES, INC.

XX PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED
98 NOV -2 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joe 11/2

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

General Felt Industries, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

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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.

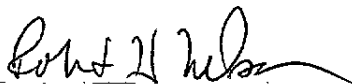
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

Trace International Holdings, Inc., 375 Park Avenue, 11th Floor
(Mailing Address)

New York, NY 10152
(City/State/Zip)

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



Signature

Vice President

Title

Robert H. Nelson

Typed or printed name

October 28, 1998

Date