

CT CORPORATION SYSTEM

P20845

811 Dallas Avenue
Houston, TX 77002
Tel. 713 658 9486
Fax 713 759 1950

February 18, 1999

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

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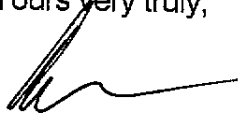
**RE: The M. W. Kellogg Company
Brown and Root Services Corporation**

Dear Sir/Madam:

We enclose for the **withdrawals** of the above corporations together with the filing fee. Please return the evidence of filing to the undersigned.

Should you have any questions, please call the undersigned at 1-800-324-0754.

Yours very truly,



Eugene A. Wallace
Senior Customer Specialist
Team 2

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TX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The M. W. Kellogg Company
(Name of Corporation)

Delaware
(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.

601 Jefferson Avenue
(Mailing Address)

Houston, Texas 77002
(City - State - Zip)

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

J Robert Taylor
Signature

J Robert Taylor

Typed or printed name

Secretary

Title

February 10, 1999

Date

FILED
99 FEB 22 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA