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November 17, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/22/99-01131-001
*****43.75 *****43.75

Re: Rodier Corp. - Withdrawal from the State of Florida
Our client no. 031036.000001

Dear Sir or Madam:

We represent Rodier Corp., a Delaware corporation which is qualified to do business in the State of Florida. Our client has ceased its operations in Florida and wishes to withdraw from the State at this time. To that end, we enclose the following documents:

- Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, duly signed by the President and Chief Executive Officer of Rodier Corp., Alain François; and
- This firm's check, payable to the "Florida Department of State," in the total amount of \$43.75, representing the \$35.00 filing fee and the \$8.75 certified copy fee.

Please file the enclosed document and send the certified copy to me at the above address.

Thank you for your kind assistance in this matter. Please do not hesitate to contact me with any questions you may have.

Sincerely,

THELEN REID & PRIEST LLP

Barbie Knehans
Barbie Knehans
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 22 PM 12:20

Enclosures

cc: François-Gabriel Perreux, Esq.

Withdrawal
HS 12-1-99

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

RODIER CORP.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

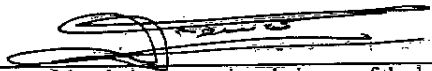
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

C/o Francois-Gabriel Perreux, Thelen Reid & Priest, 40 West 57th St.
(Mailing Address)

New York, New York 10019-4097

(City/ State /Zip)

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


Signature of the chairman or vice chairman of the board,
president, or any officer.

President and CEO
Title

Alain Francois

Typed or printed name

11-17-99

Date