

P26576

CT CORPORATION SYSTEM

August 17, 2000

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

Re: Heritage Mechandising Co., Inc.

000003367230--4
-08/22/00--01029--007
*****35.00 *****35.00

Dear Sir/Madam:

We enclose for filing on behalf of the above entity withdrawal 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

FILED
00 AUG 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 AUG 21 PM 1:46
DIVISION OF CORPORATIONS

1021 Main Street
Suite 1150
Houston, TX 77002
Tel. 713 658 9486
Fax 713 658 9720

Withdrawal

S. PAYNE AUG 22 2000

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

Heritage Merchandising Co., Inc.

(Name of Corporation)

Virginia

(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.

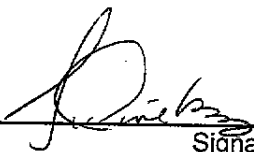
700 Milam

(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.



Signature

August 11, 2000

Date

Susan Diane Koontz

Typed or printed name

Assistant Secretary

Title

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00 AUG 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA