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FILED
00 DEC 14 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 931738 7170545

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 35.00

ORDER DATE : December 14, 2000

ORDER TIME : 1:25 PM

ORDER NO. : 931738-010

CUSTOMER NO: 7170545

CUSTOMER: Mr. William H. Schwartz
First Union Corporation
Legal Dept. Pa 4840
1339 Chestnut Street
Philadelphia, PA 19107

500003501565--5

FOREIGN FILINGS

NAME: FIRST UNION AUTO FINANCE, INC.

XX PROFIT XX CORPORATE
XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom - EXT# 1104

EXAMINER: _____

RECEIVED
00 DEC 14 PM 2:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE DEC 14 2000

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

First Union Auto Finance, Inc.

(Name of Corporation)

Pennsylvania

(Incorporated Under Laws Of)

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TALLAHASSEE, FLORIDA

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.

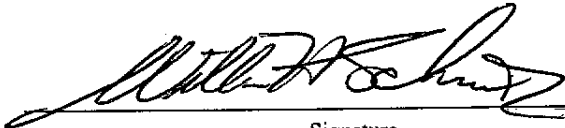
c/o First Union Corporation - Legal Dept. Attn. W. Schwartz
1339 Chestnut Street

(Mailing Address)

Philadelphia, PA 19017

(City/State/Zip)

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



Signature

AVP and Assistant Secretary

Title

William H. Schwartz

12/12/2000

Typed or printed name

Date