

P28882

INCORPORATION SYSTEM
1635 MARKET STREET
PHILADELPHIA, PA 19103
PHONE: (215) 563-7397 FAX: (215) 567-1302

March 27, 1997

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

RE: UNITED ENGINEERS, INC. (MA DOM)
ORDER #766037

We enclose for filing, the documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Dissolution
<input type="checkbox"/> Qualification	<input checked="" type="checkbox"/> Withdrawal
<input type="checkbox"/> Change of Agent/Office	<input type="checkbox"/> L.P.
<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Amendment	<input type="checkbox"/> LLC
<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Domestic	
<input type="checkbox"/> Foreign	

Upon completion, please forward usual evidence to the undersigned. If there are any problems, please telephone this office at 1-800-622-1428.

Very truly yours,

Mary Alice Rogers
Mary Alice Rogers
Sr. Customer Specialist

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-04/04/97--01086--012
*****35.00 *****35.00

SPECIAL INSTRUCTIONS:

Please file upon receipt and return usual evidence to my attention in the enclosed self-addressed stamped envelope. Thanks for all your help.

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

United Engineers, Inc.

(Name of Corporation)

Massachusetts

(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.

1717 Arch St., 35th Fl.

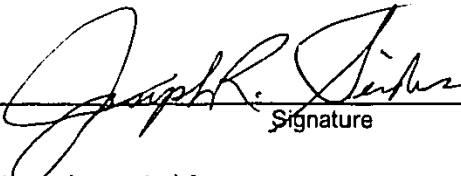
(Mailing Address)

Philadelphia, Pennsylvania 19103-2768

(City - State - Zip)

RECEIVED
MAR 10 1997
DEPT. OF STATE
CORPORATION DIVISION

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



Signature

March 7, 1997

Date

Joseph R. Seiders

Typed or printed name

Vice President

Title