

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

100 NORTH TRYON STREET FLOOR 47
CHARLOTTE, NORTH CAROLINA 28202-4003
TELEPHONE 704-331-1000
FACSIMILE 704-331-1159
<http://www.mvalaw.com>

RALEIGH, NC
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January 15, 1999

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Florida Department of State
Attn: Corporate Filing Division
409 E. Gaines Street
Tallahassee, FL 32399

ATTN: CORPORATE DIVISION

Enclosed for filing on behalf of **ITCO Holding Company, Inc.** please find *Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida*, together with a \$43.75 check to cover the fees (\$35 filing fee + \$8.75 fee for Certificate of Status).

Please return evidence of this filing to me in the enclosed envelope. Please call me (704-331-2339) if you have any questions.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

Cynthia J. McDaniel

Cynthia J. McDaniel
Legal Assistant

With
1-25-99
BMS

/cjm
Encl.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

ITCO HOLDING COMPANY, INC.

(Name of Corporation)

NORTH CAROLINA

(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.

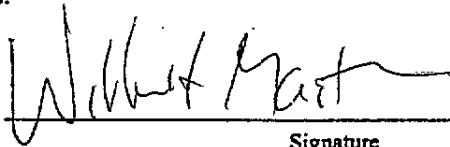
2105 Water Ridge Parkway, Suite 500

(Mailing Address)

Charlotte, NC 28217

(City/State/Zip)

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



Signature

Chief Executive Officer

Title

William H. Gaither

Typed or printed name

January 8, 1999

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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