



THE UNITED STATES
CORPORATION
COMPANY

P30601

RECEIVED

97 MAY 30 PM 3: 19

ACCOUNT NO 072100000032
DIVISION OF CORPORATION

REFERENCE : 408926 4320919

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 35.00

ORDER DATE : May 29, 1997

ORDER TIME : 9:59 AM

600002196806--4

ORDER NO. : 408926-005

CUSTOMER NO: 4320919

CUSTOMER: Donna Egan, Legal Asst
Macandrews & Forbes Holdings
625 Madison Avenue
12th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: PNEUMO ABEX CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
97 MAY 30 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: PAULA KENDRICK

6/2
For Withdrawal

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

PNEUMO ABEX CORPORATION

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
97 MAY 30 PM 4:17
SECRETARY OF STATE
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.

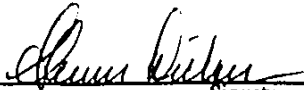
Glenn P. Dickes
c/o MacAndrews & Forbes Holdings Inc.
625 Madison Avenue; 12th floor

(Mailing Address)

New York, New York 10022

(City/ State /Zip)

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


Signature

Vice President and Secretary

Title

Glenn P. Dickes

Typed or printed name

May 29, 1997

Date