

P32120



ACCOUNT NO. : 072100000032
REFERENCE : 502582 167868A
AUTHORIZATION :
COST LIMIT : \$ 35.00

FILED
DEC - 3 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia P. [signature]

ORDER DATE : December 3, 1999

ORDER TIME : 2:13 PM

700003061097--9

ORDER NO. : 502582-015

CUSTOMER NO: 167868A

CUSTOMER: Beverly Jackson, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

FOREIGN FILINGS

NAME: FIRST UNION CAPITAL MARKETS
CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
99 DEC - 3 PM 4:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE DEC 06 1999

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

First Union Capital Markets Corp.

(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.

301 South College Street

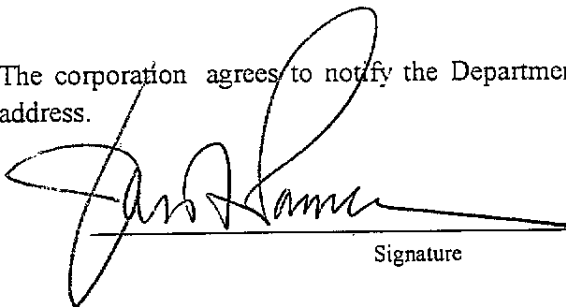
(Mailing Address)

Charlotte, NC 28288-0630

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



Signature

Sr. Vice President

Title

James F. Powers

Typed or printed name

12-2-99

Date