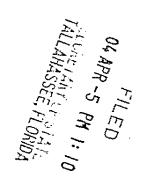
P33211

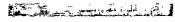
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March <u>33</u>, 2004

Secretary of State of the State of Florida Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

Re: Virtual Prototypes U.S.A., Inc. (Document # P33211)

Dear Amendment Section:

In October 2003, eNGENU!TY Technologies, Inc. acquired by merger Virtual Prototypes U.S.A., Inc. As a result, Virtual Prototypes has been merged out in Delaware, its state of incorporation. We enclose for your reference an original certificate of merger related to the aforementioned transaction.

The enclosed withdrawal application and fee are submitted for filing. Please direct all future correspondence concerning this matter to our attorneys at the following address:

François G. Laugier
Ropers, Majeski, Kohn and Bentley
1001 Marshall St.
Redwood City, CA 94063
(650) 364-8200

Very truly yours,

eNGENUITY Technologies, Inc.

Yves Boucher Chief Financial Officer

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

(Name of Corporation)

Virtual Prototypes U.S.A., Inc.

P33211
(Document Number of Corporation (if known)
Delaware Delaware
(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 for the corporation:
4700 De La Savane (Mailing Address)
Montreal, Quebec Canada H4P 1T7 (City/ State /Zip)
The corporation agrees to notify the Department of State in the future of any change in its mailing address. March 23, 2004
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) Yves Boucher Chief Financial Officer (Typed or printed name of person signing) (Title of person signing)
FILING FEE \$35