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December 17, 1996

Florida Department of State
Amendment Section
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: UST Distributors, Inc.

Dear Sir or Madam:

Enclosed please find an executed Application by Foreign Corporation for Withdrawal
Authority to Transact Business or Conduct Affairs in Florida of the captioned corporation,
together with a check in the amount of \$35.00.

Very truly yours,

H. David Kwinter

HDK/sbj
Enclosures

FILED
96 DEC 26 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/26/96--01074--009
*****35.00 *****35.00

Withdrawal
LFT

1-9-97

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

UST DISTRIBUTORS, INC.

(Name of Corporation)

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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1855 Gateway Boulevard, Suite 750

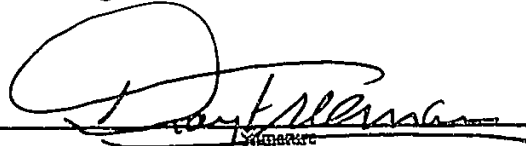
(Mailing Address)

Concord, California 94520

(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

President

Title

A. RAY FREEMAN

December 12, 1996

Typed or printed name

Date