

P 35083

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Western Agency Management, Inc.

FILED
02 SEP 12 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input checked="" type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<hr/>		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 SEP 26 PM 12:10
TALLAHASSEE, FLORIDA

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/26/02

AAM

Order#: 5611219

900008052199--1
-09/26/02--01046--009
Ref#: *****35.00 *****35.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette SEP 27 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 26, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: WESTERN AGENCY MANAGEMENT, INC.
Ref. Number: P35083

We have received your document for WESTERN AGENCY MANAGEMENT, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You will need to supply the name of the person and their title that the attorney in fact is signing for in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 302A00054689

*please write
to yesterday's
date!
thx!
Ashley M.*

RECEIVED
02 SEP 27 AM 11:14
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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

WESTERN AGENCY MANAGEMENT, INC.

(Name of Corporation)

California (*pending dissolution in home state)

(Incorporated Under Laws Of)

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02 SEP 26 PM 4:42
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 for the corporation:

Two Liberty Place, 1601 Chestnut Street

(Mailing Address)

Philadelphia, Pennsylvania 19103

(City/ State /Zip)

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

<u>Cheryl A. Bowden</u>	Attorney-in-Fact
Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.	Title
<u>Cheryl A. Bowden</u>	<u>9-24-02</u>
Typed or printed name	Date

WESTERN AGENCY MANAGEMENT, INC.

Certified to be a true and correct copy of resolutions adopted by the Written Consent of Sole Shareholder of Western Agency Management, Inc. on December 10, 2001, and that said resolutions remain in full force and effect as of this date of certification, not having been amended, modified or rescinded since the date of adoption.

WHEREAS, by Unanimous Consent of Directors dated December 6, 2001, the Board of Directors of the Company adopted a Plan of Complete Liquidation and Voluntary Dissolution of the Company and directed that such Plan be submitted to the Sole Shareholder of the Company;

NOW, THEREFORE BE IT RESOLVED, that Brandywine Holdings Corporation, as the Sole Shareholder of the Company, owning all of the outstanding stock of the Company, does hereby approve and consent to the adoption of the following Plan of Complete Liquidation and Voluntary Dissolution:

That Western Agency Management, Inc. be liquidated and its existence terminated, with all due speed and in compliance with Chapter 19, Section 1900 of the General Corporation Law of the State of California, and dissolved voluntarily; and

That Western Agency Management, Inc. shall pay, or make adequate provision for the payment of, all of its debts and liabilities, and its remaining assets shall be distributed to its Sole Shareholder in exchange for and in redemption of all of its outstanding stock.

RESOLVED, that the Officers of the Company be, and each of them hereby are, authorized and empowered to take any and all actions that they, or any of them, may deem necessary or proper to effectuate the purpose of the foregoing Resolution;

RESOLVED, that Cheryl A. Bowden is hereby appointed as the attorney in fact of the Sole Shareholder and, as such, is hereby authorized, for and on behalf of the Shareholder to execute, deliver and file all such documents and take all such other action as she may deem necessary or desirable to effectuate the dissolution of the Company and to carry out the purposes of the foregoing resolutions.

Date: 9-24-2002

Name: Judith M. Callihan
Judith M. Callihan
Assistant Secretary