



P 36443

ACCOUNT NO. : 072100000032

REFERENCE : 331474 96841A

AUTHORIZATION :

Patricia Puyitt

COST LIMIT : \$ 43.75

ORDER DATE : August 5, 1999

ORDER TIME : 11:23 AM

ORDER NO. : 331474-005

800002951578--2

CUSTOMER NO: 96841A

CUSTOMER: Sid Werner, Esq
Piper, Ludin, Howie & Werner,
5720 Central Avenue

St. Petersburg, FL 33707

FOREIGN FILINGS

*****FILE FIRST*****

NAME: FCP, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

*With
8-5-99
DWS*

CONTACT PERSON: Jeanine Reynolds

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -5 PM 2:02

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -5 PM 12:51

RECEIVED

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

FCP, Inc. of Massachusetts, a foreign corporation doing business in Florida
(Name of Corporation)

Massachusetts
(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.

Robert J. Griffin, Esquire
Krokidas & Bluestein LLP
141 Tremont Street

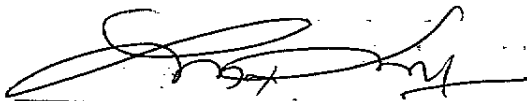
(Mailing Address)

Boston, MA 02111

(City/ State /Zip)

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99 AUG -5 PM 2:02
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 of the chairman or vice chairman of the board,
president, or any officer.

President
Title

David H. Simonds

Typed or printed name

August 3, 1999

Date