



Michelle Latimer

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February 3, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: **Application by Foreign Corporation for Withdrawal:
MAXIPROP, INC. (FEIN: 64-0753977)**

Dear Sir or Madam:

800002765098--7
-02/04/99--01096--002
*****35.00 *****35.00

Enclosed please find the Application by a Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in the state of Florida. Maxiprop, Inc., ("Maxiprop"), is no longer transacting business in the state and therefore submits this application for execution.

On September 1, 1998 Deposit Guaranty National Bank merged with and into First American National Bank. Articles of Dissolution were filed for Maxiprop under Mississippi law effective April 10, 1998. According to our records all tax filings due to Florida have been made for Maxiprop. Deposit Guaranty National Bank filed a final tax return in Florida dated April 30, 1998 and received a return receipt dated July 24, 1998.

Enclosed is check number 8726 in the amount of Thirty-five dollars (\$35.00) for filing fees.

Please return the filed document to my attention via the pre-paid FedEx Airbill enclosed. Should you have any questions, do not hesitate to contact me at the above listed address or phone number.

Thank you for your assistance in this matter.

Sincerely yours,

Michelle Latimer

Michelle Latimer
Junior Paralegal

Enclosures Cc: sct/prw

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FEB-4 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned corporation hereby applies for withdrawal of authority to transact business or conduct affairs in the state of Florida, and for that purpose sets forth:

1. The name of the corporation is Maxiprop, Inc.
2. The state under whose law it is incorporated is Mississippi. Articles of Dissolution were filed under Mississippi law effective April 10, 1998.
3. The corporation is not transacting business in the State of Florida and surrenders its authority to transact business in this state.
4. The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this state.
5. The mailing address to which the Secretary of State may mail a copy of any process served on him is:

FIRST AMERICAN NATIONAL BANK
721 First American Center
7th Floor, Legal Department
Nashville, Tennessee 37237-0721
6. The undersigned corporation makes the commitment to notify the Secretary of State in the future of any change in its mailing address.

Dated this 22nd day of January, 1999.

MAXIPROP, INC.

By: _____

E. B. Robinson, Chairman