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HARBOURTON MORTGAGE CO., L.P. / National Servicing Center / 601 Fifth Avenue, Scottsbluff, NE 69361 / 308 635-3500 / 1 800 776-9361 / FAX: 308 630-6700

VIA AIRBORNE

January 2, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: HARBOURTON FUNDING CORPORATION -- Cancellation
HARBOURTON MORTGAGE CO., L.P. -- Cancellation

000002399420--5
-01/05/98--01117--001
*****87.50 *****35.00

Dear Sir/Madam:

Please find enclosed the following with reference to the above named companies:

1. Completed "Application by Foreign Corporation for Withdrawal of Authority" for Harbourton Funding Corporation.
2. Completed "Certificate of Cancellation" for Harbourton Mortgage Co., Limited Partnership.
3. Check #089524 in the amount of \$87.50 for the filing fees of \$35.00 for the corporation and \$52.50 for the limited partnership.

Please send the acknowledgement to my attention at 601 5th Avenue, P.O. Box 1706, Scottsbluff, NE 69361. I have enclosed postage paid envelope for your convenience. You may also contact me regarding the above documents at (308) 635-3500, Ext. #3113.

Sincerely,

Cheri Splichal

Cheri Splichal
Compliance Dept.

Enclosures

C. TAX _____
FILING 35.00
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

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

HARBOURTON FUNDING CORPORATION

(Name of Corporation)

State of Delaware

(Incorporated Under Laws Of)

FILED
98 JAN -5 AM 10:55
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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

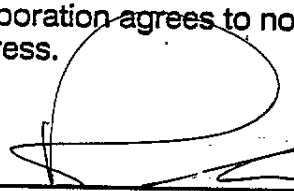
601 5th Avenue, P.O. Box 1706

(Mailing Address)

Scottsbluff, NE 69361

(City - State - Zip)

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



Signature

12/22/97

Date

Regina Lashley

Typed or printed name

Vice President

Title