

P37547



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1997

Doyle J. Smout
SMI Marketing Group, Inc.
P.O. Box 153
Rome, GA 30162-0153

900002295919--2
-09/17/97--01093--005

SUBJECT: AMERICAN BROKERAGE COMPANY OF MINNESOTA, INC. *****35.00 *****35.00
Ref. Number: P37547

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. See the attached for fee information.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 597A00043318

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R. AGENT _____
CERT. COPY _____
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TOTAL 35

withdrawal
SP 9/11/97

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

American Brokerage Company of Minnesota, Inc.
(Name of Corporation)

Minnesota

(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.

P.O. Box 153

(Mailing Address)

Rome, GA 30162-0153

(City/ State /Zip)

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

Ann Rogers

Signature

Secretary

Title

Ann P. Rogers

Typed or printed name

September 4, 1997

Date