



P37913

B. Braun Medical Inc.
824 Twelfth Avenue
Bethlehem, PA 18018

Telephone: (610) 691-5400
Fax: (610) 691-0942

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-08/03/98--01034--008
*****35.00 *****35.00

To Whom It May Concern:

RE: Withdrawal

McGaw, Inc.

Please accept the enclosed documentation as McGaw, Inc's official record of merger with B. Braun Medical Inc. and withdrawal from your state.

On June 1, 1997, B. Braun Medical Inc., a Pennsylvania corporation, acquired all of the issued and outstanding shares of capital stock of McGaw, Inc. Following the acquisition, a determination was made to merge McGaw, Inc. (FEIN 33-0430760) with and into B. Braun Medical Inc. (FEIN 23-2116774) with B. Braun Medical Inc. surviving such merger. The merger was effective as of December 31, 1997, and accordingly, McGaw's separate corporate existence ceased on such date.

If you have any questions regarding this matter, please do not hesitate to contact myself at (949) 660-3109 or (714) 660-3109 or Kathy Tierney, Tax Manager at (610) 691-5400 extension 4411. Please send any correspondence or documents concerning the withdrawal to:

B. Braun Medical, Inc.
Attention: Kathy Tierney
Tax Manager
P. O. Box 4027
Bethlehem, PA 18018-0027

Sincerely,

Caryn C. Burns
Tax Accountant

CCB:dj

Enclosure

h:\finance\t98d1115.doc

Withdraw

8-4-98
CC

FILED
98 AUG -3 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

McGaw, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
JUN - 3 PM 1:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.

B.Braun Medical Inc., P.O. Box 4027

(Mailing Address)

Bethlehem, PA 18018-0027

(City/ State /Zip)

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

VP - Finance
Title

Signature

Thomas J. Young

Typed or printed name

Date

6/26/98