

Pepper Hamilton LLP
Attorneys at Law

P38938

Suite 400
1235 Westlakes Drive
Berwyn, PA 19312-2401
610.640.7800
Fax 610.640.7835

610.889.1830
reidh@pepperlaw.com

September 7, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: U.S. Wats, Inc. (NY Dom.)

Dear Sir/Madam:

I am enclosing for filing with your office, the following documentation on behalf of the above corporations:

2

Application for Certificate of Withdrawal

Please have this filed as soon as received. I have enclosed a check in the amount of \$35.00 to cover the necessary filing fees. Please return evidence of filing to my attention by regular mail (self-addressed stamped envelope is enclosed).

If you have any questions or problems, please feel free to contact me at the above number.

Very truly yours,

Heather Reid

Heather L. Reid
Legal Assistant

100003388471--8
-09/11/00--01101--018
*****35.00 - *****35.00

Enclosures

cc: Matthew Woodward

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 6:27

Withdrawal
MS
9-19-2000

Philadelphia, Pennsylvania

Washington, D.C.

Detroit, Michigan

New York, New York

Pittsburgh, Pennsylvania

Wilmington, Delaware

Harrisburg, Pennsylvania

Berwyn, Pennsylvania

Cherry Hill, New Jersey

www.pepperlaw.com

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

U.S. Wats, Inc.
(Name of Corporation)

New York
(Incorporated Under Laws Of)

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
SEP 11 PM 6:27

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.

2 Greenwood Square, 3331 Street Road, Suite 275
(Mailing Address)

Bensalem,, Pennsylvania 19020
(City - State - Zip)

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



Signature

8/21/00

Date

Michael McAnulty

Typed or printed name

CFO

Title