

CT CORPORATION SYSTEM

P39830

811 Dallas Avenue
Houston, TX 77002
Tel. 713 658 9486
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July 3, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002232820--7
-07/08/97--01057--002
*****35.00 *****35.00

Re: EQUALNET CORPORATION (TEXAS)
WITHDRAWAL

MERGER: EQUALNET CORPORATION (TEXAS)
INTO: EQUALNET ACQUISITION CORPORATION (DELAWARE)
UNDERNAME: EQUALNET CORPORATION (DELAWARE)
Order #: 417954
417968

97 JUL -8 PM 12:00
FILED
TALLAHASSEE, FLORIDA
STATE

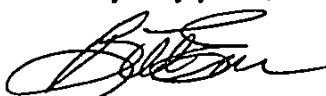
Gentlemen:

As requested by counsel, we enclose for filing Application for Withdrawal and Amended Application for Authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-324-0754.

Very truly yours,



Bill Erwin
Customer Specialist

V8 JUL 14 1997

E n c l o s u r e (s)

Withdraw.

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

EqualNet Corporation

(Name of Corporation)

Texas

(Incorporated Under Laws Of)

FILED
97 JUL -8 PM 12:00
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.

1250 Wood Branch Park Drive

(Mailing Address)

Houston, Texas 77079

(City - State - Zip)

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



Signature

1/9/97

Date

DEAN H. FISHER

Typed or printed name

S.R. VICE PRESIDENT

Title