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LIMITED LIABILITY PARTNERSHIP

1155 AVENUE OF THE AMERICAS  
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TELEPHONE: (1-212) 819-8200  
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02 JAN 23 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MEXICO CITY  
SAO PAULO

JOHANNESBURG

January 17, 2002

EFFECTIVE DATE  
2/1/02

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

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-01/23/02--01041--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Citi Fiduciary Trust Company of Florida

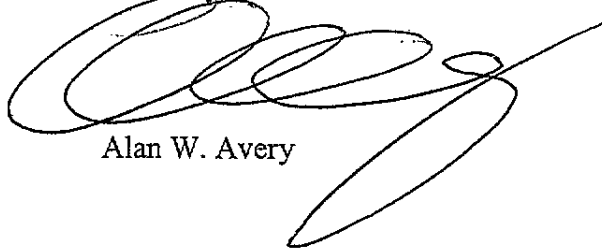
Surrender of State  
Charter by  
Merger

Dear Ms Beyer:

On behalf of Citi Fiduciary Trust Company of Florida, we hereby submit a Certificate of Surrender of State Charter along with a check for \$35 to cover the filing fee.

Please contact me at (212) 819-8239 if you have any questions.

Sincerely,



Alan W. Avery

AWA:dc

Enclosures

cc: James C. Dinan, Esq.  
Kathleen A. Scott, Esq.

1/28/02



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE OF SURRENDER OF STATE CHARTER

EFFECTIVE DATE  
10/1/01

EFFECTIVE DATE

FILED  
20 JAN 23 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is to certify that Citi Fiduciary Trust Company of Florida  
(formerly known as Smith Barney Shearson Trust Company of Florida),  
(Corporate Name)

P 93000039733

(Corporate Document Number)

located at

400 Royal Palm Way, 3rd Floor

(Street Address)

Palm Beach, FL 34236

(City/State/Zip)

has completed the Merger/Conversion (circle one) of said corporation to or into a National/Federal  
institution under the name of

Travelers Bank & Trust, FSB

effective December 1, 2001, and does hereby surrender its charter as a state  
chartered institution and Florida corporation.

This certificate is signed by an authorized officer this 10<sup>th</sup> day of  
January, 19 2002

Citi Fiduciary Trust Company of Florida

(Institution Name)

Stephen M. Kench  
(Authorized Officer)

Stephen M. Kench

FILING FEE: \$35