

State of Idaho

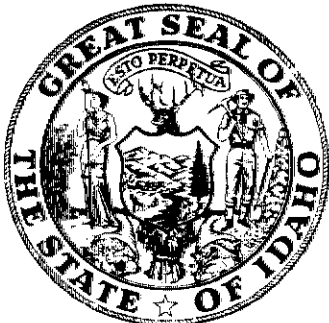
Department of State

**CERTIFICATE OF WITHDRAWAL
OF
AMERICAN AGENCY SYSTEM, INC.
File Number C 124621**

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: December 13, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By

B. Charters

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

99 DEC 13 PM



To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, **Idaho Code**, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is American Agency System, Inc.

The name which it used in Idaho is American Agency System, Inc.

2. It is incorporated under the laws of Oklahoma

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is _____

101 N. Robinson, Suite 300 Oklahoma City, OK 73102

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By *W. Dennis Otter*

Its Secretary, Treasurer & CFO
(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

IMMEDIATE SECRETARY OF STATE
Secretary of State use only

12/13/1999 09:00
CK: 513 CT: 123982 BH: 273214

1 @ 20.00 = 20.00 FOR WITHDR # 2

C124621