



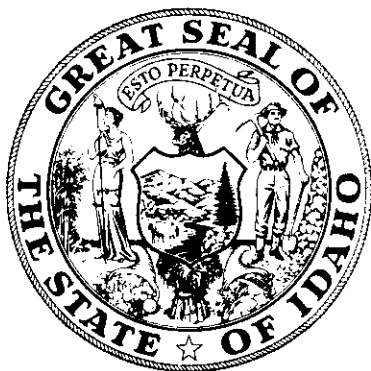
CERTIFICATE OF WITHDRAWAL
OF

PEABODY Gordon-Piatt, Inc.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PEABODY Gordon-Piatt, Inc. for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are 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 original of the Application for such Certificate.

Dated September 6, 19 83



SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

SEP 6 9 03 AM '83

Pursuant to Section 30-1-119, 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 PEABODY GORDON-PIATT, INC.
_____. The name which it used in Idaho is _____
PEABODY GORDON-PIATT, INC.
2. It is incorporated under the laws of Delaware
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 that may be mailed is _____
c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street,
Boise, ID 83702.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

PEABODY GORDON-PIATT, INC.

By

Ralph E. Deems

Ralph E. Deems, Its Vice President and Treasurer

And

Patricia A. Meyer

Patricia A. Meyer, Its Asst. Secretary

STATE OF CONNECTICUT)

) ss:

COUNTY OF FAIRFIELD)

I, Therese M. Peterson, a notary public, do hereby certify that on this
26th day of August, 19 83, personally appeared
before me Ralph E. Deems, who being by me first duly sworn,
declared that he is the Vice President & Treasurer of PEABODY GORDON-PIATT, INC.

that he signed the foregoing document as Vice President & Treasurer of the corporation and
that the statements therein contained are true.

Therese M. Peterson

Notary Public

**THERESE M. PETERSON
NOTARY PUBLIC**