

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

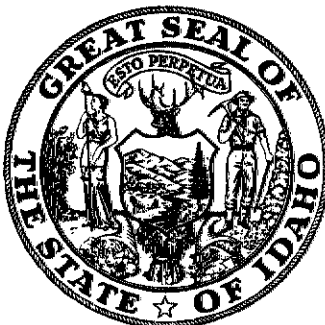
HELLER PREMIUM FINANCE, INC.

File Number C 103272

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HELLER PREMIUM FINANCE, 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: January 20, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

103272

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

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 HELLER PREMIUM FINANCE, INC.
The name which it used in Idaho is _____
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 may be mailed is _____
500 W. MONROE STREET, CHICAGO, IL 60661
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.

By [Signature] And Mary A. Needler
Its _____ President Its Assistant Secretary

STATE OF Illinois)
COUNTY OF Cook) ss:

I, Suzanne M. Lewis, a notary public, do hereby certify that on this 8th day of November, 19 94, personally appeared before me Christopher L. Gillock, who being by me first duly sworn, declared that (s)he is the President of Heller Premium Finance, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

Suzanne M. Lewis
Notary Public

OFFICIAL SEAL
Suzanne M. Lewis
Notary Public, State of Illinois
Submit application and filing fee to:
Office of the Secretary of State
Corporations Division
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only
IDAHO SECRETARY OF STATE
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