

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF WITHDRAWAL
OF
ESIS, INC.**

File Number C 70288

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, 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: April 10, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By Marilyn Turinay



APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

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 ESIS, Inc.

STATE OF IDAHO

The name which it used in Idaho is _____

2. It is incorporated under the laws of California

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

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 _____

Two Liberty Place, 1601 Chestnut Street, Philadelphia, PA 19103

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

Signature Edward G. Troy

Typed Name Edward G. Troy

Capacity President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Check for annual accts plus
Refund of accts

00004 130301 CT System Online

Received 04-10-2002 08:35

From-215 563 7773

To-EBERLE BERLIN

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IDAWO SECRETARY OF STATE
04/10/2002 05:00
CK: 86998 CT: 20168 BH: 458278
1 @ 20.00 = 20.00 FOR WITHDR # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

1002 APR 12 11:17
240 300 110 1.00

IDAHO APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Response to Question 3.

Withdrawing company, ESIS, Inc. is a California foreign corporation that recently merged into E., Inc., a Pennsylvania corporation. The newly merged Pennsylvania corporation, as survivor of the merger, changed its name to ESIS, Inc. and assumed all assets and liabilities of the California corporation. Therefore, withdrawing company, ESIS, Inc. (CA domicile) is surrendering authority to transact business in Idaho. ESIS, Inc. (PA domicile) is simultaneously submitting ~~the~~ STATE ~~IDAHO~~ Application for Certificate of Authority.