State of Idaho

Office of the Secretary of State

CERTIFICATE OF WITHDRAWAL

OF

FIRST UNION BROKERAGE SERVICES, INC.

File Number C 106851

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: October 24, 2000

SECRETARY OF STATE

By

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 _____ First Union Brokerage Services, Inc. _____

   The name which it used in Idaho is _____ First Union Brokerage Services, Inc. _____

2. It is incorporated under the laws of _____ North Carolina _____

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 _____

   301 S. College Street, Charlotte, NC 28288-0630 .

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

By _____Keith D. Lembo_____

Its _____Senior Vice President_____
(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

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