

State of Idaho

Department of State

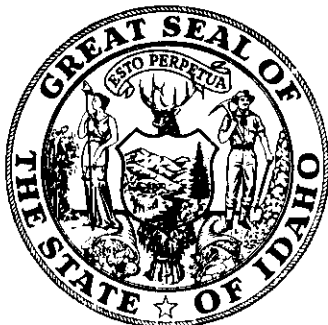
CERTIFICATE OF WITHDRAWAL
OF
THE ROBINSON-HUMPHREY COMPANY, INC.

File Number C 76712

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: 06/25/1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie L. Weinsieck*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

JUN 25 10 55 AM '98



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 The Robinson-Humphrey Company, Inc.

The name which it used in Idaho is SAME AS ABOVE

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.

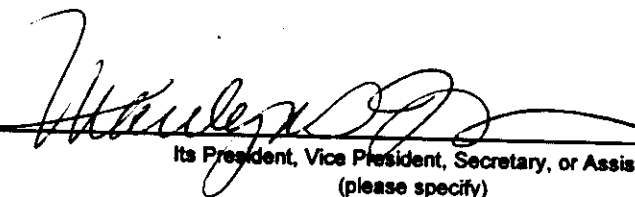
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may 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 C/O CORPORATE TAX, 9TH FL., 250 WEST STREET, NY, NY 10013

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 or threatened with litigation in any court in the State of Idaho.

By



ASST. SECRETARY

Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

2/25/98

IDAH0 SECRETARY OF STATE

06/25/1998 09:00
CX: 73357 CF: 20168 INT 122947

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