



CERTIFICATE OF WITHDRAWAL
OF

MANAGEMENT ASSISTANCE INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MANAGEMENT ASSISTANCE 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 October 17, 19 85.



SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the 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 MANAGEMENT ASSISTANCE INC. OCT 17 1985
_____. The name which it used in Idaho is _____
MANAGEMENT ASSISTANCE INC.
2. It is incorporated under the laws of New York.
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 Management Assistance Inc., 900 Third Avenue, New York, NY 10022
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 _____

Its Exec. Vice President Daniel R. Kail

And _____

Its _____

Secretary
Robert W. Berend

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

I, Bruce M. Sternberg, a notary public, do hereby certify that on this 11th day of September, 19 85, personally appeared before me Daniel R. Kail, who being by me first duly sworn, declared that he is the Exec. Vice President of MANAGEMENT ASSISTANCE INC.

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

Notary Public
BRUCE M. STEINBERG
Notary Public, State of New York
No. 60-3828080
Qualified in Westchester County
Commission Expires March 30, 1987