

CERTIFICATE OF WITHDRAWAL
OF
CHELTENHAM PROPERTIES, INC.
FROM INTRASTATE BUSINESS IN THE STATE OF IDAHO

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In accordance with the provisions of Chapter 133 of the Session Laws of 1937 of the State of Idaho, and by authority of CHELTENHAM PROPERTIES, INC., a corporation organized and existing under the laws of Delaware, we, the undersigned, CHARLES F. MAC GILL and JAMES P. COOKSON, President and Secretary, respectively, of said corporation, do hereby certify and declare as follows:

That said corporation hereby surrenders its authority to transact intrastate business in the State of Idaho;

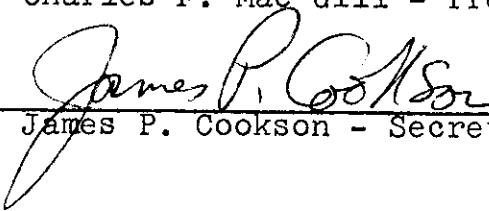
That said corporation hereby consents that process against it in any action upon any liability or obligation incurred within the State of Idaho prior to the filing of this certificate in the office of the Secretary of State of said State may be served upon said Secretary of State;

That the Secretary of State of the State of Idaho may mail a copy of any process against said corporation that may be served upon him to c/o Charles F. Mac Gill, whose post-office address is 20 Exchange Place, New York, N. Y. 10005.

IN WITNESS WHEREOF, We have subscribed our names and caused the seal of said corporation to be affixed hereto, this 13th day of May, 1965.

(CORPORATE SEAL)


Charles F. Mac Gill - President

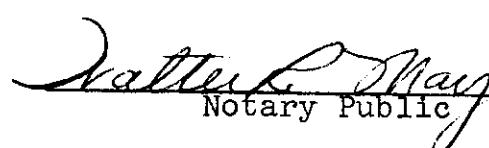

James P. Cookson - Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK }

On this 13th day of May, in the year 1965, before me Walter R. May, a Notary Public, personally appeared CHARLES F. MAC GILL and JAMES P. COOKSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same as President and Secretary, respectively, of the corporation named therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)


WALTER R. MAY
Notary Public, State of New York
No. 24-7775850
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1966