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47939

FILED
MAR 22 1996

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF

THE ROSSINI & SMITH COMPANIES, INC.
(a Massachusetts corporation)

158910

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is
THE ROSSINI & SMITH COMPANIES, INC.

SECOND: It is incorporated under the laws of Commonwealth of Massachusetts

THIRD: It is not transacting business in the State of

FOURTH: It hereby surrenders its authority to transact business in the State of Rhode Island

FIFTH: It revokes the authority of its registered agent for service of process, and consents that service of process in Rhode Island be based upon any cause of action arising in Rhode Island in which the corporation was authorized to transact business in Rhode Island and in which the corporation is authorized to transact business in Rhode Island by service thereof on the Secretary of State of the State of Rhode Island.

Man
Service

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is 1226 Main Street, Suite 5, West Warwick, RI 02893.

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
300,000	common		\$1.00

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	common		\$1.00

NINTH: The amount of its stated capital as of this date is \$ 0

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated March 22, 19 96

By [Signature] Its President
and [Signature] Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF KENT } Sc.

At West Warwick in said county on the 22nd day of March, 19 96, before me personally appeared TIMOTHY M. SMITH AND RALPH ROSSINI, who being by me first duly sworn, declared that he is the President and Secretary of THE ROSSINI & SMITH COMPANIES, INC. that he signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public
KAREN E. WALKER
Notary Public

(NOTARIAL SEAL)