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838 414
July 16, 1999

STEPHEN T. MCGILL
(1932-1997)

VIA EXPRESS MAIL - Return Receipt Requested

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Withdrawal of Archway Cookies, Inc.
Our File No. 6739-004

800002937958--5
-07/21/99--01080--006
*****52.50 *****52.50

To Whom it May Concern:

Enclosed please find duplicate original Applications by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the above-named corporation, along with a check in the amount of \$52.50 to cover the filing fee, the fee for a certified copy and the fee for a certificate of status. Archway Cookies, Inc. has been merged into another entity, and the new entity will not be doing business in Florida. Therefore, on behalf of Archway Cookies, Inc. we wish to withdraw such company from doing business in Florida. Accordingly, please file the Application, and return a certified copy of the Application along with a certificate of withdrawal status to my attention using the self-addressed stamped envelope enclosed herein.

If you have any questions or are in need of information, please call so that withdrawal can be accomplished as soon as possible.

Very truly yours,

Julie Engelhardt

Julie Engelhardt
FOR THE FIRM

cjr

- c: Kevin Keegan (w/o enc.)
- Curt Kaufman (w/o enc.)
- David Schreiber (w/o enc.)
- Karen Bodlak (w/o enc.)

Enclosures
#80753.1

FILED
JUL 22 PM 4:01
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

838 414
FF With - 722-99
* Cert Copy
* Cert of Sta

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSMIT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Archway Cookies, Inc.

(Name of Corporation)

Michigan

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Mr. Kelly Haecker c/o Mother's Cake & Cookie Co., 810-81st Avenue
(Mailing Address)

Oakland, CA 94621

(City/ State /Zip)

FILED
9 JUL 22 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Kevin M. Keegan Vice President
Signature of the chairman or vice chairman of the board, Title
president, or any officer.
Kevin M. Keegan 7/13/99
Typed or printed name Date