

F96000000850

CT CORPORATION SYSTEM

April 29, 1997

30500 Telegraph Road
Bogham Farms, MI 48625
Tel: (810) 646-9033
Fax: (810) 646-9034

RE: OPTIMUM LEASING CORPORATION

We enclose for filing on behalf of the above corporation documents identified below:

- Incorporation Qualification Withdrawal
- Amendment:
 - Domestic
 - Foreign
- Merger:
 - Domestic
 - Foreign
- Change of Agent/Office:
 - Domestic
 - Foreign
- Dissolution
 - Statement of Intent
 - Certificate of Dissolution
- Other:

Check in payment of the required fee is enclosed. Kindly return evidence of the filing to the undersigned. If there are any problems, please call us at the following number: (810) 646-9033.

Very truly yours,



Michael R. Dalida
Customer Specialist

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-05/12/97--01073--014
****35.00 ****35.00

Enc.

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

So. Withdrawal

UQU 5-16-97

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

Optimum Leasing Corporation

(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.

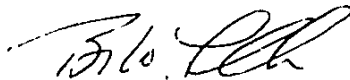
2851 High Meadow Circle

(Mailing Address)

Auburn Hills, Michigan 48326

(City - State - Zip)

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



Signature

5-1-97

Date

Brian W. Lambka

Typed or printed name

Executive Vice President

Title