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October 7, 1998

VIA FEDERAL EXPRESS

F97000006245

Florida Department of State
Amendment Filing Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **The King Diamond Financial Group, Inc.,**
a Texas corporation
Florida Charter No. F97000006245

400002661204--0
-10/12/98--01024--005
*****35.00 *****35.00

Ladies and Gentlemen:

This firm represents The King Diamond Financial Group, Inc., a Texas corporation (the Company). Enclosed are the following on behalf of the Company:

Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida.

Our firm check in favor of the Florida Department of State in an amount not to exceed \$50.00.

Based upon my conversation with Velma Louis of your office on September 28, 1998, it is our understanding that the Company's charter was not revoked on September 30, 1998 and that standard withdrawal procedures will be followed as long as the documents are mailed during the first full week of October, 1998. We are sending the enclosures to you via Federal Express as an added precaution against mail delivery problems.

Please return a Certificate of Status to the undersigned at the address listed above as evidence that the Company has formally surrendered its authority to transact business in the State of Florida. We will also need a receipt accounting for your fees. For your information, the Company's principal office address has changed to 6519 East Spring Road, Scottsdale, Arizona 85254.

QBPHX\540509.30000\233557.1

WTH
10-12-98
5/10

SECRETARY OF STATE
TALLHASSEE, FLORIDA

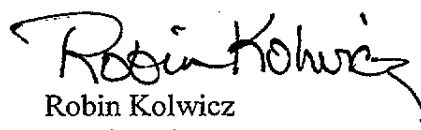
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APPROVED
AND
FILED

Florida Department of State
October 7, 1998
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Thank you for your assistance. If you have any questions or need anything further in order to complete this filing, please contact me at (602) 230-5538.

Very truly yours,



Robin Kolwicz
Legal Assistant to
Mark N. Rogers

RK2/srm
Enclosures

cc: Mr. Marc S. Rubin (w/encls.)
Mark N. Rogers, Esq. (w/o encls.)

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

THE KING DIAMOND FINANCIAL GROUP, INC.

(Name of Corporation)

TEXAS

(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.

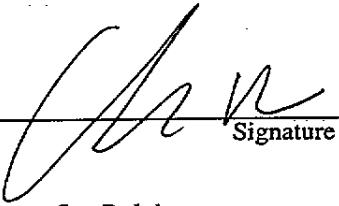
c/o Mark N. Rogers, Lawdock, Inc., One East Camelback Road, Suite 400

(Mailing Address)

Phoenix, Arizona 85012-1649

(City/ State /Zip)

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

 President
Signature Title

Marc S. Rubin 10-6-98
Typed or printed name Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 12 PM 2:08

APPROVED
AND
FILED