2001-08-13/16:19:45 Form BCA-13.4 IFICATE OF County Reastder 23.00 WITHDRAWALTAND (Rev. Jan., 1999) L REPORT Jesse White Secretary of State SUBMIT IN TRIPLICATE Department of Business Services Springfield, IL 62756 This space for use by Telephone (217) 782-6961 Secretary of State AUG 0 3 2001 Date http://www.sos.state.il.us License Fee JESSE WHITE Franchise Tax Remit payment in check or money SECRETARY OF STATE Filing Fee 25.00 order, payable to "Secretary of Penalty State." Interest Approved: 1. CORPORATE MAME: National Canada Corporation STATE OR COUNTRY OF INCORPORATION: Delaware 2. Post office address to which may be mailed a copy of any process against the corporation that may be served 3. on the Secretary of State: 125 West 55th Street, New York, NY 19319 No portion of its issued shares at this time is expresented by business transacted or property located in this It surrenders its authority to transact business in Illin is. It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in thir. State may hereafter be made on such corporation by service thereof upon the Secretary of State. (COMPLETE ONLY WHEN APPLICABLE) 7. List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11 10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares. Date of Issuance Number of Entire Consideration or Contribution Class Par Value Shares Issued Received NIA TOTAL 0.00 List all cancellations of shares not previously reported to the Secretary of State, and give the cost. **Date of Cancellation** Class Number of Shares Cancelled Cost IL025 - C T Filing Manager Online TOTAL (COMPLETE BOTH SIDES OF REPORT)

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8. Issued shares at date of execution:

Class Series Par Value Number of Shares Common 10.00 1,000 9. Paid-in capital at date of execution: Paid-in Capital \$ <u>274,000,000</u> ("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.) 10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.) 200 l Dated National Canada Corporation (Month(& Day) (Year) (Exact Name of Corporation) attested by (Signature of Secretary or Assistant Secretary) Vice President) Donna Coral, Ass't Secretary Kelly, Vice President Type of Print Name and Title) Or Coot County Clark's Office (Type or Print Name and Title)

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