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Form **BCA-13.45**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT
Cook County Recorder
1398/0060 49 001 Page 1 of 2
2002-09-10 11:56:16
File # 532-806-2 26.00

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN TRIPLICATE

FILED
AUG 30 2002
JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State
Date 8-30-02
License Fee \$
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$
Interest \$
Approved: *ze*

Remit payment in check or money order, payable to "Secretary of State."

1. CORPORATE NAME: New England Capital Corporation
2. STATE OR COUNTRY OF INCORPORATION: New Hampshire
3. Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:
c/o Diamond Lease (U.S.A.), Inc.
350 Fifth Avenue, #616, New York, NY 10118
4. No portion of its issued shares at this time is represented by business transacted or property located in this State.
5. It surrenders its authority to transact business in Illinois.
6. 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 this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

7. (a) 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 or Contribution | Class | Par Value | Number of Shares Issued | Entire Consideration Received |
|----------------------------------|-------|-----------|-------------------------|-------------------------------|
| | | | | \$ |
| | | | | \$ |
| TOTAL | | | | \$ |

- (b) 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 |
|----------------------|-------|----------------------------|------|
| | | | \$ |
| | | | \$ |
| TOTAL | | | \$ |

BOX 170

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8. Issued shares at date of execution:

| Class | Series | Par Value | Number of Shares |
|--------|--------|-----------|------------------|
| Common | | 0 | 300 |
| | | | |
| | | | |

9. Paid-in capital at date of execution:

Paid-in Capital \$ 100,000

("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**.)

Dated JUNE 10, 2002 NEW ENGLAND CAPITAL CORPORATION
(Month & Day) (Year) (Exact Name of Corporation)
attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
ARINHO IKZDA, SECRETARY & V-P. ARINHO IKZDA, SECRETARY & V-P.
(Type or Print Name and Title) (Type or Print Name and Title)

BOX 170