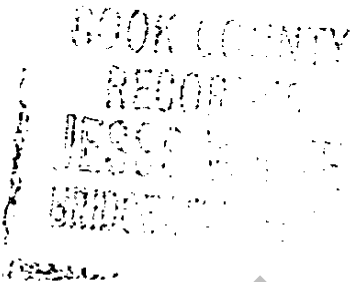


File Number 5569-532-6



State of Illinois
Office of
The Secretary of State

Whereas,

APPLICATION FOR WITHDRAWAL OF
CROWN CORK & SEAL COMPANY, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 27TH
day of APRIL A.D. 19 98 and of
the Independence of the United States the two
hundred and 22ND



George H Ryan

Secretary of State

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Property of Cook County Clerk's Office

| | | |
|--|--|---|
| (Rev. Jan. 1995) George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1833 | APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT | File # <u>5769-532-6</u> |
| Remit payment in check or money order, payable to "Secretary of State." | <div style="text-align: center;"> FILED APR 27 1998 GEORGE H. RYAN SECRETARY OF STATE </div> | SUBMIT IN TRIPLICATE This space for use by Secretary of State Date <u>4-27-98</u> License Fee \$ Franchise Tax \$ Filing Fee \$ 25.00 Penalty \$ Interest \$ Approved: <u>BT</u> |

- CORPORATE NAME: Crown Cork & Seal Company, Inc.
- STATE OR COUNTRY OF INCORPORATION: Pennsylvania
- 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:
One Crown Way, Philadelphia, PA 19154-4599
- No portion of its issued shares at this time is represented by business transacted or property located in this State.
- It surrenders its authority to transact business in Illinois.
- 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 | \$ <u>0</u> |

(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 Canceled | Cost |
|----------------------|-------|---------------------------|-------------|
| | | | \$ |
| | | | \$ |
| | | TOTAL | \$ <u>0</u> |

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8. Issued shares as of date of execution:

| Class | Series | Par Value | Number of Shares |
|-----------|--------|-----------|------------------|
| Common | - | 5.00 | 12,342,104 |
| Preferred | - | 10.00 | 12,432,642 |

9. Paid-in capital at date of execution:

Paid-in Capital \$ 111,248,949

("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 in **BLACK INK**.)

Dated April 2, 1998

attested by Michael J. Rowley
(Signature of Secretary or Assistant Secretary)
Michael J. Rowley
(Type or Print Name and Title)

Crown Cork & Seal Company, Inc.
(Exact Name of Corporation)
by William T. Gallagher
(Signature of President or Vice President)
William T. Gallagher
(Type or Print Name and Title)

C-164.6

Office of Cook County Clerk's Office