115890

COMMONWEALTH OF KENTUCKY

BOB BABBAGE

SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF WITHDRAWAL OF

TOYOTA MOTOR DISTRIBUTORS, INC.

(Exact Corporate Name)

RECEIVED & FILED MAR 21 2 28 PM '96

Pursuant to the provisions of Chapters 271B or 273, the undersigned hereby applies on behalf of said corporation for a Certificate of Withdrawal from the State of Kentucky and for that purpose submits the following statements:

The name of the corporation is TOYOTA MOTOR DISTRIBUTORS, INC.

The name of the corporation as used in Kentucky (if "real name" was unavailable for use).

The state or country of incorporation is OHIO

The corporation is not transacting business in Kentucky.

Said corporation hereby surrenders its authority to transact business in Kentucky.

Said corporation hereby revokes the authority of its registered agent in Kentucky to accept service of process and consents that service in any action, suit or proceeding based upon any cause of action arising in Kentucky during the time the corporation was authorized to transact business in Kentucky may thereafter be made on the corporation by service thereof on the Secretary of State in Kentucky.

The mailing address to which the Secretary of State may mail a copy of any process against the corporation that may be served is: 19001 S. WESTERN AVENUE, TORRANCE, CA 90501

The corporation hereby undertakes to notify the Secretary of State in the future of any change in its mailing address.

Dated MAR 18 '96, 19

Signature & Title

JOHN E. MCGOVERN, SR VICE-PRESIDENT

Type of Print Name & Title

(See Instructions following page)

SSC-104 (8/92)