



"ANSWERING AMERICA'S COMMUNICATIONS NEEDS"

July 22, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

827303

RE: Withdrawal of Answer America, Inc. as Foreign Corporation
and Application for Foreign Limited Liability Company
Qualification for Answer America, LLC.

Dear Sirs:

500002255665--3
-08/01/97--01125--001
****175.00 *****35.00

Enclosed please find the original and one copy of each of the following:

1. Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida submitted by Answer America, Inc.; and
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida submitted by Answer America, LLC. Attached to this application is a Certificate of Good Standing of Answer America, LLC from the State of Delaware, an Affidavit of Membership and Contributions of Foreign Limited Liability Company, and a Designation of Registered Agent.

Also enclosed is a check for \$175.00 to cover the following filing fees:

Application for Withdrawal	\$ 35.00
Application for Authorization of LLC	52.50
Affidavit of Membership and Contributions	52.50
Designation of Registered Agent	35.00
	<u>\$175.00</u>

Kindly process these applications and provide acknowledgment of filing.

Very truly yours,


Mark C. Cohen
President

with

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUL 28 PM 4: 22

RECEIVED
97 JUL 28 PM 4: 19
DIVISION OF CORPORATIONS

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

ANSWER AMERICA, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUL 28 PM 4:23

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.

ANSWER AMERICA, LLC 150 E. 58TH ST., 29TH FLOOR

(Mailing Address)

NEW YORK, NY 10155

(City/ State /Zip)

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


Signature

V.P. AND SECRETARY

Title

MARK C. COHEN

Typed or printed name

7/18/97

Date