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March 5, 2002

Louise Jackson  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: National Content Liquidators, Inc.

Dear Louise:

Pursuant to our telephone conversation of today, I have enclosed the Withdrawal Application of the old National Content Liquidators and enclosed a check in the amount of \$87.50 for the Name Registration of the *new* National Content Liquidators ("NCL"), which I inadvertently sent rather than the withdrawal application. A good standing certificate issued by the Ohio Secretary of State for the new NCL is also enclosed. Please send evidence of the filings in the prepaid, self-addressed envelope provided.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me at the above listed number.

Very truly yours,



Rebecca A. Collier  
Corporate Paralegal

Enclosures  
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FILED  
02 MAR 12 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Ps  
3/15/02  
100 on 3/12  
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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

National Content Liquidators, Inc.  
(Name of Corporation)

Ohio  
(Incorporated Under Laws Of)

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.

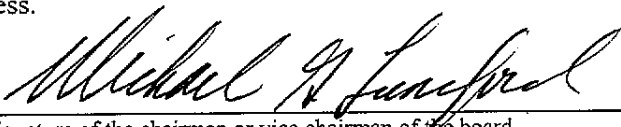
The following is a current mailing address for the corporation:

c/o Sherwood Partners, Inc. 1849 Sawtelle Blvd., Ste. 543  
(Mailing Address)

Los Angeles, California 90025  
(City/ State/ Zip)

**FILED**  
02 MAR 12 AM 11:59  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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

  
Signature of the chairman or vice chairman of the board,  
president, or any officer, or if the corporation is in the hands of a  
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Vice President  
Title

Michael G. Lunsford  
Typed or printed name

2/20/02  
Date