

F00000003639



ACCOUNT NO. : 072100000032

REFERENCE : 987685 4334364

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
01 FEB -2 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 1, 2001

ORDER TIME : 10:02 AM

ORDER NO. : 987685-010

CUSTOMER NO: 4334364

CUSTOMER: Rita Townsend, Legal Asst
Weil Gotshal & Manges LLP
Suite 1300
100 Crescent Court
Dallas, TX 75201-6950

100003630671--9

FOREIGN FILINGS

NAME: NEXTMEDIA GROUP II, INC.

XX PROFIT

XX CORPORATE

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT# 1115

EXAMINER: _____

RECEIVED
01 FEB -2 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE FEB 02 2001

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

NextMedia Group II, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Corporation Service Company, 2711 Centerville Road, Suite 400
(Mailing Address)

Wilmington, Delaware 19808
(City/ State /Zip)

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.

Sean R. Stover - CFO
Title

Sean Stover
Typed or printed name

January 31, 2001
Date