

FO00000004512

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: B. Riley & Co., Inc.
(Name of corporation)

800006330598--3
-07/11/02--01041--005
*****35.00 *****35.00

DOCUMENT NUMBER: _____

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tom Kelleher

(Name of Person)

B. Riley & Co., Inc.

(Firm/Company)

11150 Santa Monica Blvd., Ste. 750

(Address)

Los Angeles, CA 90025

(City/State and Zip code)

FILED STATE
SECRETARY OF CORPORATIONS
02 JUL 11 PM 3:58

For further information concerning this matter, please call:

Tom Kelleher

(Name of Person)

at (310) 966-1444

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Withdraw.

V SHEPARD JUL 19 2002

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

B. Riley & Co., Inc.
(Name of Corporation)

State of Delaware
(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 11 PM 3:58

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.

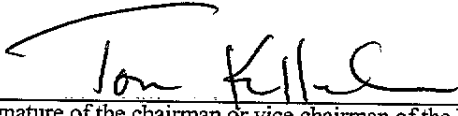
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

11150 Santa Monica Blvd., Suite 750
(Mailing Address)

Los Angeles, California 90025
(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, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

PRESIDENT
Title

Tom Kelleher
Typed or printed name

7/2/02
Date