

ORRICK, HERRINGTON & SUTCLIFFE LLP  
1000 MARSH ROAD  
MENLO PARK, CA 94025  
tel 650-614-7400  
fax 650-614-7401  
WWW.ORRICK.COM

ORRICK  
F000000005606

February 5, 2002

Marty Kennedy  
650-614-7418  
jmkennedy@orrick.com

VIA FEDEX

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

Re: Application for Certificate of Withdrawal of Authority to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs for Bidcom, Inc. Also enclosed is a check in the amount of \$35, for the appropriate filing fee.

Please file stamp the copy when filed and return to me in the enclosed postage paid envelope.

If you have any questions please feel free to contact me at the above number.

Please

Sincerely,

*Marty Kennedy*

Marty Kennedy  
Legal Assistant

Enclosures

FILED  
02 FEB -7 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

700004889857--4  
-02/07/02--01031--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

F000000005606  
Ff With 2px au  
2-7-02

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

Bidcom, Inc.  
(Name of Corporation)

Delaware  
(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.

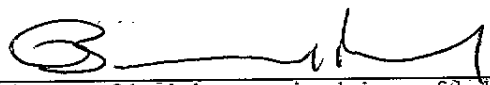
The following is a current mailing address for the corporation:

201 Mission Street, Suite 2900  
(Mailing Address)

San Francisco, California 94105  
(City/ State /Zip)

**FILED**  
02 FEB -7 PM 1:27  
SECRETARY OF STATE  
ALLAHASSEE, 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.

President & CEO  
Title

Bernard Fried  
Typed or printed name

1/16/02  
Date