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February 18, 2002

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

200005112842--7
-03/18/02--01033--023
*****35.00 *****35.00

Re: Withdrawal of Simpedia Networks, Inc.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. Also enclosed is a check payable to the Florida Department of State in the amount of \$35.00 in payment of the filing fee. Please process accordingly and verify receipt hereof by date stamping the enclosed copy of this letter and returning in the self-addressed stamped envelope provided.

If you have any questions or need additional information, please call.

Very truly yours,

WOLFE, WOLFE & RYD

By Kelly J. Sneed
Kelly J. Sneed, Legal Assistant

KJS/hs
Enclosure
L:FLSOS 2-18

RECEIVED FROM WOLFE, WOLFE & RYD

DATE: _____

BY: _____

02 MAR 18 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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Wolfe

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

Simpedia Networks, 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.

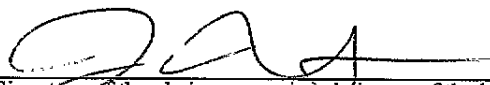
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

2336 South East Ocean Blvd., Suite 324
(Mailing Address)

Stuart, Florida 34996
(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

Jason Weingarten
Typed or printed name

11/25
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR 18 AM 9:06

FILED