F930000003416

```
ACCOUNT NO.    :  072100000032

REFERENCE      :  344101      5032267

AUTHORIZATION  :  Patricia Knight

COST LIMIT     :  $ 35.00
```

```
ORDER DATE  :  April 25, 1997

ORDER TIME  :   9:39 AM

ORDER NO.   :  344101-010                    700002156157--9

CUSTOMER NO:     5032267

CUSTOMER:  Howard F. Gordon, Esq
           Macandrews & Forbes Holdings
           Suite 700a
           5900 N. Andrews Avenue
           Fort Lauderdale, FL  33309-2300
```

FOREIGN FILINGS

```
    NAME:     MARVEL HOLDINGS INC.
```

```
XX __  PROFIT              XX __  CORPORATE
_____  NON-PROFIT          _____  LIMITED PARTNERSHIP
```

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

```
_____  CERTIFIED COPY
XX_____  PLAIN STAMPED COPY
_____  CERTIFICATE OF GOOD STANDING
```

CONTACT PERSON: WARREN WHITTAKER

2

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

Marvel Holdings, 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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

5900 N. Andrews Avenue, Suite 700A
(Mailing Address)

Ft. Lauderdale, Florida 33309
(City/State/Zip)

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

_____   Assistant Secretary
Signature   Title

David L. Cook   4/24/97
Typed or printed name   Date