



THE UNITED STATES
CORPORATION
COMPANY

F94000000458

ACCOUNT NO. : 072100000032

REFERENCE : 359913 4328474

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 35.00

ORDER DATE : May 8, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 359913-015

600002172966--4

CUSTOMER NO: 4328474

CUSTOMER: Ms. Rose A. Kelly
Merisel, Inc.
200 Continental Boulevard
El Segundo, CA 902450984

FOREIGN FILINGS

NAME: MERISEL FAB, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 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

FILED
97 MAY -9 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
97 MAY -9 AM 10:50
DIVISION OF CORPORATION

519

For Withdrawal

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

MERISEL FAB, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

FILED
97 MAY -9 PM 2:08
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.

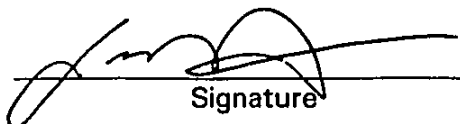
200 Continental Blvd., ATTN: Corporate Tax El Segundo, CA. 90245-0984

(Mailing Address)

El Segundo, California 90245-0984

(City - State - Zip)

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


Signature

May 5, 1997

Date

Timothy N. Jenson

Typed or printed name

V.P. Treasury & Assistant Secretary

Title