



THE UNITED STATES
CORPORATION
COMPANY

F94000000580

ACCOUNT NO. : 072100000032

REFERENCE : 344101 5032267

AUTHORIZATION :

Patricia Pzynt

COST LIMIT : \$ 35.00

ORDER DATE : April 25, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 344101-015

CUSTOMER NO: 5032267

600002156156--2

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

FILED
97 APR 28 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: MARVEL III HOLDINGS 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

4/28
Jon
Withdrawal

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

Marvel III 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.



Signature

Assistant Secretary

Title

David L. Cook

Typed or printed name

4/24/97

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 28 PM 12:07