



**THE UNITED STATES
CORPORATION**
COMPANY

F94000004320

ACCOUNT NO. : 072100000032

REFERENCE : 625723 5315A

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
97 DEC -8 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 8, 1997

ORDER TIME : 11:0 AM

ORDER NO. : 625723-010

CUSTOMER NO: 5315A

CUSTOMER: Don Weinbren, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

Withdrawal

700002365487--7

FOREIGN FILINGS

NAME: MM PROJECT II CORPORATION

XXX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

Document Examiner	12/10/97
Verifier	12/10/97
Acknowledgment	12/10/97
W.P. Verifier	12/10/97

RECEIVED
97 DEC -8 PM 12:13
DIVISION OF CORPORATION

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

MM Project II Corporation

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.


MM Project II Corporation, Legal Dept., 10th Floor

(Mailing Address)

140 Broadway, New York, N.Y. 10005

(City - State - Zip)

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



Signature

6/18/97

Date

Larry S. Candido

Typed or printed name

Secretary

Title