Law Offices of

KOLTUN & KING, P.C.

1350 I Street, N.W., Suite 200
Washington, D.C. 20005

Telephone: (202) 331-0123
Facsimile: (202) 898-1777
E-Mail: LWKoltun@aol.com

Lawrence W. Koltun +
   Susan J. King*

+ Also admitted in LA
* Also admitted in VA

F94000005979

November 20, 1998

Amendment Section
Division of Corporations
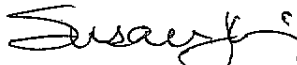P.O. Box 6327
Tallahassee, FL 32314

Re: IZP, II, Inc.

Dear Sir/Madam:

Enclosed for filing please find one manually executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. I have also enclosed Interzine Productions, Inc.'s check in the amount of $35.00 to cover applicable filing fees.

Please stamp and return the enclosed additional copy in the self-addressed, stamped envelope which has been provided. Thank you.

Very truly yours,

Susan J. King
Susan J. King

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

IZP, II, 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.

c/o Koltun & King, P.C.
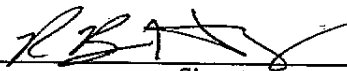1350 I Street, N.W., Suite 200
_____
(Mailing Address)

Washington, D.C. 20005
_____
(City/ State /Zip)

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

_____   Chief Executive Officer
Signature   Title

R. Brian Henley   11/20/98
_____   _____
Typed or printed name   Date