

Trivest, Inc.

2665 South Bayshore Drive  
Suite 800  
Miami, Florida 33133-5462  
Telephone (305) 858-2200  
Facsimile (305) 285-0102

F94000006655

TRIVEST

April 7, 1999

RE: DYNOMERCHANDISE  
HOLDINGS CORPORATION  
Document #F94000006655

Via Airborne Express - Standard

Florida Department of State  
Division of Corporations  
Attn: Amendment Section  
409 E. Gains Street  
Tallahassee, FL 32399

Dear Sir/Madam:

400002838034--9  
-04/13/99--01009--036  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed is the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and our firm check in the amount of \$35.00 for the filing fee.

Please file the enclosed application and provide us with proof of filing. I have enclosed a stamped self-addressed envelope for your convenience.

If you have any questions, please feel free to contact me.

Sincerely,

*Esther S. Hellwig*

Esther S. Hellwig  
Paralegal

FILED  
99 APR 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ESH

Enclosure(s):

cc: Jim A. Stutts

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4/8

Withdrawal  
4/13/99  
sf

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

DYNO MERCHANDISE HOLDINGS CORPORATION  
(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.

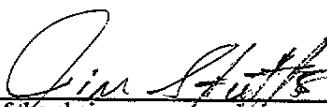
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Legal Department, 2665 South Bayshore Drive, 8th Floor  
(Mailing Address)

Miami, FL 33133  
(City/ State /Zip)

FILED  
99 APR 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

  
Signature of the chairman or vice chairman of the board,  
president, or any officer.

Vice President  
Title

Jim A. Stutts, Vice President  
Typed or printed name

3/29/99  
Date