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\*ADMITTED IN NEW YORK ONLY

February 7, 2001

FILED  
01 FEB -9 PM 12:52  
SECURE PART OF STATE  
TALLAHASSEE, FLORIDA

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

Re: Application for Withdrawal  
Venture Opportunities Corporation

300003673233-4  
-02/09/01-01109-017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir/Madam:

Enclosed please find an Application by Foreign Corporation for Withdrawal for Venture Opportunities Corporation to be filed with the Florida Department of State along with this firm's check in the amount of \$43.75 representing the filing fee and one certified copy of the Application.

Also enclosed is a self-addressed, stamped envelope for your convenience in returning the certified document to the undersigned. Thank you for your assistance.

Sincerely,

*Robert E. Dady*

Robert E. Dady

*With  
2-13-01  
BWS*

RED/mtd  
Encl.

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

VENTURE OPPORTUNITIES 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.

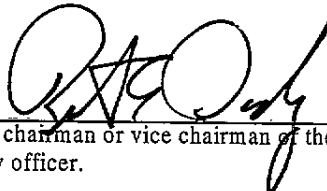
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


c/o A. Fred March 425 East 58th Street, #29B  
(Mailing Address)

New York, New York 10022  
(City/ State /Zip)

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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.

  
Title

Robert E. Dady, Secretary  
Typed or printed name

February 6, 2001  
Date