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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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DISSOLUTION OR WITHDRAWAL**HERITAGE MEDIA CORPORATION**

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January 25, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HERITAGE MEDIA CORPORATION
1300 NORTH MARKET STREET, STE 404
WILMINGTON, DE 19801

SUBJECT: HERITAGE MEDIA CORPORATION
REF: F97000004850

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Pamela Smith
Document Specialist

FAX Aud. #: H06000020452
Letter Number: 306A00005299

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

(Name of Corporation)

F97000004850

(Document Number of Corporation (if known))

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 for the corporation:

1211 Avenue of the Americas, 4th Fl.

(Mailing Address)

New York, NY 10036

(City/ State/ Zip)

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


(Signature of a director, president or other officer - If in the hands of a
broker or other agent appointed pursuant to the Uniform Power of Attorney Act)

January 23, 2006

(Date)

Laura O'Leary

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35

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