



F97000005044

August 19, 1998

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

Re: National Collegiate, Inc.
Our File No. 5372-13

100002623671--0
-08/25/98--01001--006
*****35.00 *****35.00

Dear Sir/Madam:

The assets of National Collegiate, Inc., including the name "National Collegiate," were purchased by Premiere Communications, Inc., by an Agreement executed July 22, 1998 but effective as of July 1, 1998.

As a part of this sale and purchase, National Collegiate, Inc. was required to change its name and to cease doing business in those states where it previously was authorized to do business, whether or not it had in fact conducted any business in each of those states.

National Collegiate, Inc. is an Indiana Corporation. Effective the 6th day of July, 1998, National Collegiate, Inc. filed a Certificate of Amendment with the Secretary of State for the State of Indiana to change its name to F.P., Inc. in accordance with its Agreement with Premiere.

Enclosed please find the Application By Foreign Corporation For Withdrawal of Authority To Transact Business Or Conduct Affairs In Florida and our check in the amount of \$35.00 for the filing fee required.

If you have any questions, please call the undersigned. Please return the approved Application to the undersigned in the self-addressed, stamped envelope which is also enclosed.

Very truly yours,

(dictated - not read)

Robert D. Mann/te

RDM/te
enclosures
61066/5372-13

FILED
98 AUG 14 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F.I. With
208 224-92

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

NATIONAL COLLEGIATE, INC.

(Name of Corporation)

INDIANA

(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.

2785 HIGHWAY 181

(Mailing Address)

KARNES CITY, TEXAS 78118

(City/ State /Zip)

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

Gloria Christine Brubaker

Signature

SECRETARY/TREASURER

Title

GLORIA CHRISTINE BRUBAKER

Typed or printed name

AUGUST 10, 1998

Date

FILED
198 AUG 14 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA