

JUL-27-99 06:09PM

FROM-AKERMAN SENTERFITT & EIDSON

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Florida Department of State
Division of Corporations
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From: Angelica M. Calabrese

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
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WITHDRAWAL OF FOREIGN CORPORATION

LEARNING PAYS.COM, INC.

Certificate of Status	0
Certified Copy	1
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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

--- LEARNING PAYS.COM, 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.

8350 N.W. 52nd Terrace

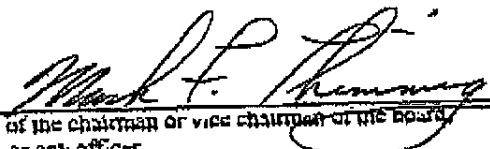
(Mailing Address)

Miami, Florida 33166

(City/ State /Zip)

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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
Mark F. Thammig
President
7-27-99
Typed or printed name Date

Prepared by Scott A. Wasserman, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, (305) 374 5600, Florida Bar 990825, Fax Audit H99000018547 2.