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F99000004388

April 11, 2000

VIA REGULAR MAIL

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-04/13/00--01076--009
*****35.00 *****35.00

RE: Certificate of Withdrawal Filing for Georgia corporation, Direct Access
Interactive, Inc.

Dear Sir or Madam:

Enclosed please find the following items in connection with this request to file the
Certificate of Withdrawal for Direct Access Interactive, Inc.:

1. One original, fully executed, Certificate of Withdrawal for Direct Access
Interactive, Inc. and one copy.
2. A check in the amount of \$35.00 made payable to the Florida Secretary of State
for the filing fee.

Once filed, please return the Certificate of Withdrawal to me using the enclosed, self-
addressed stamped envelope provided for your convenience.

If you have any questions, please call me at (404) 853-8728.

Sincerely,

Katherine

Katherine A. Certich
Legal Assistant

Enclosures
cc: Andy Locker (w/o encl.)

W. H. Lewis

T. LEWIS APR 20 2000

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

Direct Access Interactive, Inc.
(Name of Corporation)

Georgia
(Incorporated Under Laws Of)

FILED
00 APR 13 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Sutherland Asbill & Brennan LLP, c/o Andy Locker, 999 Peachtree St., NE, Ste. 2300
(Mailing Address)

Atlanta, Georgia 30309-3996
(City/ State /Zip)

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


Signature

Chief Financial Officer of Netzee, Inc.
Title surviving entity of
merger with Direct Access
Interactive, Inc.

Richard S. Eiswirth
Typed or printed name

March 31, 2000
Date