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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

400002049894--1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OmiAmerica L.L.C., Limited Company

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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TALLAHASSEE, FLORIDA

12/31/96
Withdrawal
OF
L.L.C.
1/2/97
DC

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA

OMNIAMERICA L.L.C. , Limited Company

(Name of limited liability company)

DELAWARE

(Jurisdiction of its organization)

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This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent 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 in Florida.

c/o Thompson Hine & Flory LLP, 3900 Key Center,

(Mailing address)

Cleveland, OH 44114

(City-State-Zip)

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

Dated 12/30/96

Signatures of all members

BY: [Signature]
F. Howard Mandel, Asst. Sec'y

BY: [Signature]
F. Howard Mandel, Asst. Sec'y

BY: [Signature]
F. Howard Mandel, Asst. Sec'y

Typed or printed name

HIRSCH HOLDINGS OF CLEVELAND, INC.

MEDIA CAPITAL MANAGEMENT, INC.

VANGUARD HOLDINGS COMPANY