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WARSHAW BURSTEIN COHEN SCHLESINGER & KUH, LLP

555 FIFTH AVENUE • NEW YORK, N.Y. 10017

TELEPHONE: (212) 984-7700

WRITER'S DIRECT LINE

(212) 984-7823

LUCIEN BURSTEIN  
HOWARD M. COHEN  
STANLEY SCHLESINGER  
RICHARD H. KUH  
WILLIAM B. ARONSTEIN  
ROGER F. BLOOM  
EDGAR H. BOOTH  
FREDERICK R. CUMMINGS, JR.  
PHILLIP ENGLAND  
MARVIN J. FORTGANG  
ROBERT FRYD  
TIMOTHY GILBERT  
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ARTHUR A. KATZ  
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DONALD L. KUBA  
MARTIN R. LEE  
MARSHALL N. LESTER  
THOMAS J. MALMUD  
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STEVEN I. POLLACK  
STEPHEN E. POWERS  
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SHARON C. MAQUIRE  
SUSAN R. MATLUCK

LAWRENCE J. PROFETA  
KEVIN M. ROWE  
MICHAEL D. SCHWANN  
ILENE S. STERN  
TANYA M. TAYLOR  
RUTH YANG VALENTE

\* ALSO ADMITTED IN NEW JERSEY  
\* ALSO ADMITTED IN CALIFORNIA  
\* ALSO ADMITTED IN FLORIDA  
\* ALSO ADMITTED IN CONNECTICUT  
† ALSO ADMITTED IN MASSACHUSETTS

CHARLES L. SYLVESTER  
(1927-1988)

DAVID WARSHAW  
(1951-1978)

OF COUNSEL  
RICHARD H. BERNSTEIN  
MARTIN A. FISCHER  
ENIL LEEBSON  
MATTHEW H. ROSS  
MILTON ROSS  
HARVEY I. SCHULDENFREI

CABLE ADDRESS  
WARSHAW  
FAX  
978-9190  
TELEX  
289004

December 12, 1996

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-12/17/96-01126-007

\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Department of State of the State of Florida  
Division of Corporations- Amendments Section  
P.O.Box 6327  
Tallahassee, Florida 32314

Re: Merger of Allied Film Laboratory, Inc.

Ladies and Gentlemen:

Enclosed please find in duplicate an Application for Withdrawal of Authority to do Business for Allied Film Laboratory, Inc., a Michigan corporation qualified to do business in the State of Florida ("AFL"). This application for withdrawal is being filed pursuant to the merger of AFL with and into Hauppauge Record Manufacturing Ltd. (the "Merger"), a New York corporation also qualified to do business in the State of Florida.

I have also enclosed a copy of a Certificate of Fact from the Department of State of the State of New York, evidencing the Merger, as filed in the State of New York on November 1, 1996. The appropriate filing fee of Thirty-five Dollars (\$35.00) is also enclosed.

Please date and stamp the enclosed copy of this letter upon receipt, and return the same to me in the postage-paid envelope provided.

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*Withdr.*

VS DEC 30 1996

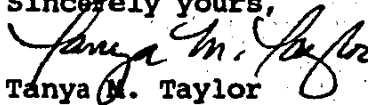
96 DEC 17 AM 9 39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WARSHAW BURSTEIN COHEN SCHLESINGER & KUH, LLP  
555 FIFTH AVENUE • NEW YORK, N.Y. 10017-2456

Department of State of  
the State of Florida  
December 12, 1996  
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If you need any further information, please  
contact me at the above address and phone number. Thank you  
for your assistance in this matter.

Sincerely yours,

  
Tanya M. Taylor

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

**FILED**  
96 DEC 17 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ALLIED FILM LABORATORY, INC.  
(Name of Corporation)

Michigan  
(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.

Charles P. Kavanagh, c/o Hauppauge Record Manufacturing Ltd.  
(Mailing Address)

140 Fell Court, Hauppauge, New York 11788  
(City/State/Zip)

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

Charles P. Kavanagh  
Signature

Vice President- Finance of  
Title Hauppauge Record Manufacturing  
Ltd. (Surviving corporation)

Charles P. Kavanagh,  
Typed or printed name

December 10, 1996  
Date

Effective as of 11/1/96, Allied Film Laboratory, Inc. merged with and into Hauppauge Record Manufacturing Ltd., a New York corporation, which is the surviving corporation. A copy of the Certified Certificate of Merger from the Department of State of the State of New York is attached.

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State of New York  
Department of State

661969  
SS:

096AND518 1126 DRGAF1 \$10.00

I hereby certify, that a certificate of merger of HAUPPAUGE TAPE MANUFACTURING, LTD., a NEW YORK corporation, and HAUPPAUGE VIDEO MANUFACTURING, LTD., a NEW YORK corporation, with HAUPPAUGE RECORD MANUFACTURING, LTD., a NEW YORK corporation, and adoption of the name of HAUPPAUGE RECORD MANUFACTURING, LTD., was filed in this office on 07/31/1990.

a certificate of merger of ALLIED FILM LABORATORY, INC., a corporation, not authorized, with HAUPPAUGE RECORD MANUFACTURING LTD., a NEW YORK corporation, and adoption of the name of HAUPPAUGE RECORD MANUFACTURING LTD., was filed in this office on 11/01/1996.

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FILED

NOV 27 1996

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT



Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 13th day of November  
one thousand nine hundred and  
ninety-six

Special Deputy Secretary of State

199611140359 63

RECEIVED

NOV 26 1996

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT