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December 12, 1996

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**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.

V78333\38343.1

Withdr.

VS DEC 30 1996

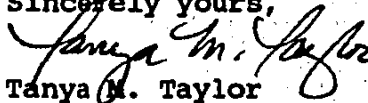
96 DEC 17 AM 9 39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 TRANACT 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.

550

State of New York Department of State

.661969
SS:

096AND518 1126 DRGAFI \$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.

FILED

NOV 27 1996

Administrator
NY 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

[Handwritten Signature]

Special Deputy Secretary of State

199611140359 63

RECEIVED

NOV 26 1996

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