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February 2, 1999

VIA FEDEX

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

#200002763502--6
-02/03/99--01051--018
*****35.00 *****35.00

Re: First Media Corporation

Dear Sir/Madam:

Enclosed for immediate filing please find in duplicate an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for First Media Corporation ("Application"). Also enclosed is a check in the amount of \$35.00 for payment of the related filing fee.

Please file the enclosed Application and return a file-stamped copy and/or receipt to my attention in the enclosed self-addressed stamped envelope.

If you have any questions regarding the enclosed, please contact me 1-800-858-2500, ext. 2582. Thank you.

Very truly yours,

Stacie K. Joyner
Stacie K. Joyner

Enclosures

cc (w/out encls.): Mr. Douglas R. Lowe
Ralph W. Hardy, Jr., Esq.

DC01/211027-1

FILED
99 FEB -3 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
W. Hardy
FEB 9 1999
TLL

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

First Media Corporation

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
99 FEB - 3 PM 4: 15
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.

11400 Skipwith Lane

(Mailing Address)

Potomac, Maryland 20854

(City - State - Zip)

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

FIRST MEDIA CORPORATION

By: Ralph W. Hardy, Jr.

Signature

January 12, 1999

Date

Ralph W. Hardy, Jr.

Typed or printed name

Secretary

Title