

YAMAHA®

YAMAHA CORPORATION OF AMERICA

6600 Orangethorpe Avenue P.O. Box 6600 Buena Park, CA 90622-6600 (714) 522-9011

P22980

February 7, 1997

State of Florida
Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002084691--0
-02/12/97--01009--011
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed is one original executed APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA for Yamaha Music Finance, Inc., a Delaware corporation qualified to do business in the State of Florida. Yamaha Music Finance, Inc. is a wholly subsidiary of Yamaha Corporation of America.

FILED
97 FEB 11 PM 3:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Also enclosed is our check in the amount of \$35 and one exact copy of the Application.

Please acknowledge your receipt of this Application by date-stamping the enclosed duplicate copy of this letter and returning it in the self-addressed, stamped envelope provided.

If you have any questions or require any additional documents, please do not hesitate to contact me.

Very truly yours,

Stephen Toller

Stephen Toller
Manager, Legal

VS FEB 11 1997

VS FEB 18 1997

Withdraw.

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

YAMAHA MUSIC FINANCE, INC.
(Name of Corporation)

DELAWARE
(Incorporated Under Laws Of)

FILED
97 FEB 11 PM 3:07
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.

P. O. Box 6600
(Mailing Address)

Buena Park, CA 90622-6600
(City/ State /Zip)

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



Signature

Secretary
Title

Michael L. Thomas
Typed or printed name

February 7, 1997
Date