



P 36817

ACCOUNT NO. : 072100000032

REFERENCE : 203034 4358243

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ 35.00

ORDER DATE : December 27, 1996

ORDER TIME : 11:39 AM

ORDER NO. : 203034-030

CUSTOMER NO: 4358243

CUSTOMER: Mr. Steve Lieschner  
Holding Capital Group  
685 Fifth Avenue, 14th Floor  
New York, NY 10022

800002081388--S

FOREIGN FILINGS

NAME: TL ACQUISITION CORP.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

~~Sebastian George~~

MIKE KLONK

Withdrawal  
1/9/97 DC

FILED  
97 JAN -8 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
JAN -8 PM 1:39  
ION OF CORPORATION

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

TL Acquisition Corp.  
(Name of Corporation)

Delaware  
(Incorporated Under Laws Of)

FILED  
97 JAN -8 PM 4:22  
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.

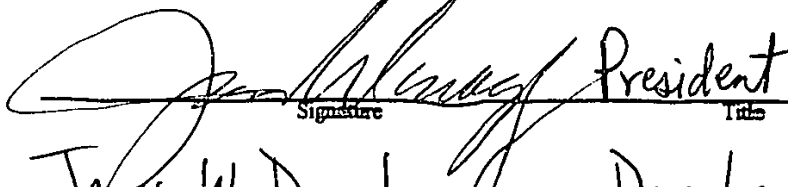
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

104 Grandon Blvd. #419  
(Mailing Address)

Key Biscayne, FL 33149  
(City/ State /Zip)

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

 President  
Signature Title  
James W. Donaghy December 17, 1996  
Typed or printed name Date