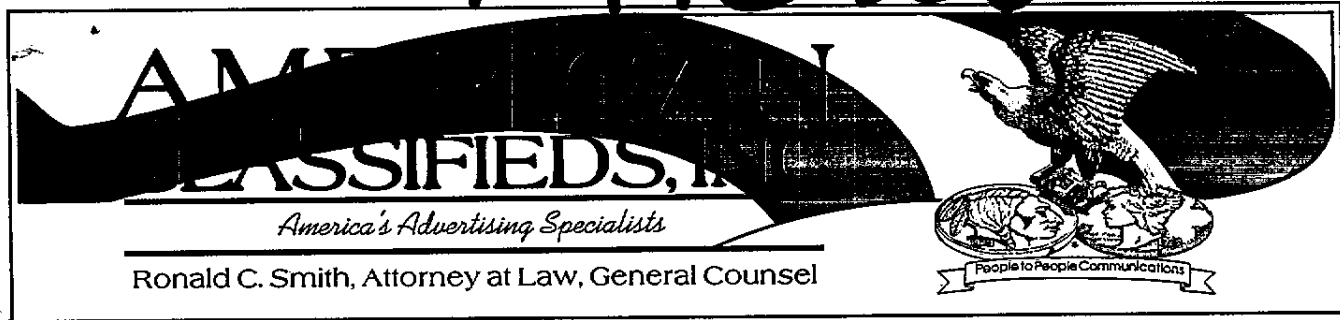


P41028



December 1, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-01/08/98--01028--027

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

Re: Application for Withdrawal; Application for Authorization  
American Classifieds, Inc.

Dear Sir:

Enclosed you will find the original and one copy of an Application by Foreign Corporation for Withdrawal of Authority to Transact Business for American Classifieds, Inc., a Delaware corporation, along with our check in the amount of \$35.00 for its filing fee.

In addition, enclosed is the original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for American Classifieds, Inc., a Nevada corporation, along with an original Certificate of Existence with Status in Good Standing. Also enclosed is our check in the amount of \$70.00 representing the filing fee.

Please return the acknowledgments of filing to this office. If you should require anything further, please do not hesitate to contact me.

Sincerely,

RONALD C. SMITH /bc

Ronald C. Smith

/bc  
encl.

VS JAN 13 1998

W. Withdn.

98 JAN -8 PM 3:07  
FILED  
SECRETARY OF  
TALLAHASSEE, FLORIDA

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

American Classifieds, Inc.  
(Name of Corporation)

Delaware  
(Incorporated Under Laws Of)

98-  
JAN -8 PM 2:07  
FILED  
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.

20011 Emerald Coast Parkway, P. O. Box 1659  
(Mailing Address)

Destin, FL 32540  
(City/ State /Zip)

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

Kimberly S. Modlin  
Signature

Secretary  
Title

Kimberly S. Modlin  
Typed or printed name

11/17/97  
Date