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1128572
**CERTIFICATE OF SURRENDER OF RIGHT
TO TRANSACT INTRASTATE BUSINESS**

FILED *one*
In the Office of the Secretary of State
of the State of California

DEC 10 2001

Bill Jones
BILL JONES, Secretary of State

On behalf and by authority of:

MTM Entertainment, Inc.

(Name of Corporation)

a corporation organized under the laws of

Delaware

(State or Place of Incorporation)

the undersigned officer of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.
4. The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

Jack D. Samuels

10960 Wilshire Blvd., 23rd Fl.

Los Angeles, CA 90024

Jack D. Samuels
(Signature of Corporate Officer)

Jack D. Samuels, V.P. & Secretary

(Typed Name and Title of Officer Signing)



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

November 19, 2001

EXPIRATION DATE: February 15, 2002

MTM ENTERTAINMENT INC
SCOTT HIGGINS SU 200
2877 GUARDIAN LN
VIRGINIA BCH VA 23450

ISSUED TO : MTM ENTERTAINMENT, INC.
ENTITY ID : 1128572

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- * If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
1500 11th St., 3rd Floor
SACRAMENTO, CA 95814-5701

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You can also call them at (916) 657-5448 or access their website at
www.ss.ca.gov

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711

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