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**PARR WADDOUPS BROWN
GEE & LOVELESS** *A Professional Corporation*

Attorneys at Law

June 5, 1998

FILED
98 JUN 24 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Corporations Division
409 E. Gaines St.
Tallahassee, FL 32399

500002551135--8
-06/08/98--01072--018
*****35.00 *****35.00

Re: Withdrawal of American Transtech Inc.


Dear Ladies and Gentlemen:

Enclosed are the following materials submitted to withdraw American Transtech Inc., a Delaware corporation that is qualified to do business in Florida:

1. An Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
2. A copy of the foregoing document;
3. A check in the amount of \$35.00 for the filing fee; and
4. A self-addressed stamped envelope.

Please file these materials in your records, stamp your date of filing on the copy of the Application for Withdrawal and return the stamped copy to me in the envelope provided. If you have any questions concerning these materials, please do not hesitate to call me at (801) 532-7840.

Sincerely,


Susan Allen
Legal Assistant

VS JUN 25 1998

Enclosures

cc: Claudia L. Schaefer
Janice Nail
Scott F. Young

Withdr.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1998

SUSAN ALLEN
PARR WADDOUPS, ET AL
185 S. STATE STREET, STE. 1300
SALT LAKE CITY, UT 84111-1536

SUBJECT: AMERICAN TRANSTECH INC.
Ref. Number: 857230

We have received your document for AMERICAN TRANSTECH INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document should be signed by: (1) the chairman or any vice chairman of the board of directors, president or any other officer. (2) if directors have not been selected, by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00033346

*Rec'd 6/24
Div. of Corp*

PARR WADDOUPS BROWN
GEE & LOVELESS *A Professional Corporation*

Attorneys at Law

June 23, 1998

VIA FEDERAL EXPRESS

Ms. Velma Shepard, Corporate Specialist
Corporations Division
409 E. Gaines St.
Tallahassee, FL 32399

Re: Withdrawal of American Transtech Inc.

Dear Ms. Shepard:

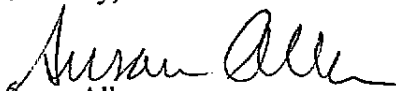
Enclosed are the following materials submitted to withdraw American Transtech Inc., a Delaware corporation that is qualified to do business in Florida:

1. A copy of your letter dated June 16, 1998;
2. An Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
3. A copy of the foregoing document; and
4. A self-addressed stamped envelope.

As I explained to your supervisor, American Transtech Inc. has merged into MATRIXX Marketing Inc. and no longer exists. The only people authorized to sign documents on behalf of American Transtech Inc. are the officers of MATRIXX Marketing Inc. as the successor-in-interest to American Transtech Inc. The enclosed Application for Withdrawal has been signed in that manner.

Please file these materials in your records, stamp your date of filing on the copy of the Application for Withdrawal and return the stamped copy to me in the envelope provided. If you have any questions concerning these materials, please do not hesitate to call me at (801) 532-7840.

Sincerely,


Susan Allen
Legal Assistant

Enclosures

cc: Claudia L. Schaefer
Janice Nail
Scott F. Young

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

American Transtech Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

98 JUN 24 PM 2:34
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.

c/o MATRIXX Marketing Inc.
MATRIXX Center, Suite 400, 4600 Montgomery Road
(Mailing Address)

Cincinnati, OH 45212
(City/ State /Zip)

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

Sr. Vice President of MATRIXX Marketing, Inc.
an Ohio corporation, the successor-in-
interest to American Transtech Inc.


Signature

Title

Jeffery P. Poland
Typed or printed name

5/22/98
Date