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01 MAR -5 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 065356 4319220  
AUTHORIZATION : *Patricia Knight*  
COST LIMIT : \$ 35.00

ORDER DATE : March 2, 2001  
ORDER TIME : 9:47 AM  
ORDER NO. : 065356-005  
CUSTOMER NO: 4319220

100003798041--3

CUSTOMER: Ms. Carol Menniti  
Viacom Inc.  
1515 Broadway  
51-17  
New York, NY 10036

FOREIGN FILINGS

NAME: IBC MERGER CORP.

XX PROFIT XX CORPORATE  
       NON-PROFIT        LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

G. COULLETTE MAR 0 5 2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF STATUS

CONTACT PERSON: Jeanine Reynolds - EXT# 1133

RECEIVED  
01 MAR -5 PM 12:05  
DIVISION OF CORPORATION

EXAMINER: \_\_\_\_\_

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

IBC Merger Corp.  
(Name of Corporation)

Delaware (10/24/2000)  
(Incorporated Under Laws Of)

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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.

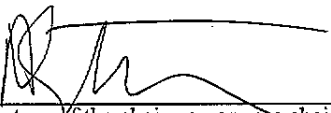
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

Attention: General Counsel 1515 Broadway  
(Mailing Address)

New York, New York 10036  
(City/ State /Zip)

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

  
Assistant Secretary  
Signature of the chairman or vice chairman of the board, Title  
president, or any officer.

Angeline C. Straka  
Typed or printed name

2/28/2001  
Date