

State of Idaho

Department of State

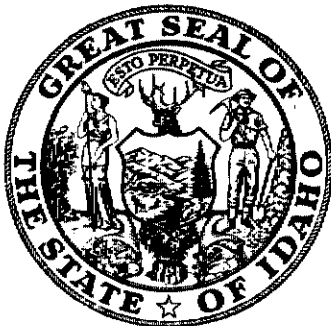
CERTIFICATE OF WITHDRAWAL OF

B-SIDE CORPORATION
File Number C 102947

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of B-SIDE CORPORATION for a Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a Certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is B-Side Corporation. The name which it used in Idaho is B-Side Corporation.
2. It is incorporated under the laws of Delaware.
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is 8725 Higgins Road, Suite 290, Chicago, IL 60631.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By Tim McChesney And Walter Kulikowski
 Its President/Vice President (please specify) Its Secretary/Assistant Secretary (please specify)
 Tim McChesney Walter Kulikowski

STATE OF Illinois)
 COUNTY OF Cook) ss:

I, Anne Smilansky Invergo, a notary public, do hereby certify that on this 22nd day of June, 19 95, personally appeared before me Tim McChesney & Walter Kulikowski, who being by me first duly sworn, declared that they are the President & Vice President of B-Side Corporation that they signed the foregoing documents as President & Asst. Secretary of the corporation and that the statements therein contained are true.

Anne Smilansky Invergo
 Notary Public

OFFICIAL SEAL Submit application and filing fee
 ANNE SMILANSKY INVERGO
 NOTARY PUBLIC, STATE OF ILLINOIS
 MY COMMISSION EXPIRES 6-22-99 Office of the Secretary of State
 Division of Corporations

Secretary of State use only

IDAHO SECRETARY OF STATE

7/3/95 9:00:00 AM
 Customer # 47683
 IVC960000397 16384

CORPORATION FOREIGN WITHDRAWAL

1 - \$ 20.00 - 20.00

Fee: \$20