

State of Idaho

Department of State.

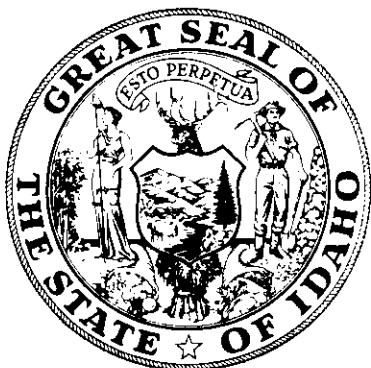
CERTIFICATE OF WITHDRAWAL OF

PACIFIC TELESIS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PACIFIC TELESIS, INC. for a Certificate of Withdrawal from this State, duly signed and verified 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 March 31, 19 92.



Pete T. Cenarrusa
SECRETARY OF STATE

Angie J. Clark
Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the 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 **16.00 Fee**

1. The name of the corporation is PACIFIC TELESIS, INC.

_____ The name which it used in Idaho is _____

PACIFIC TELESIS, INC.

2. It is incorporated under the laws of NEVADA
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 that may be mailed is _____
130 KEARNY STREET ROOM 3671, SAN FRANCISCO, CA 94108
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 EILEEN ASH / Eileen Ash

Its VICE President

And JUDY VAN NAME / Judy Van Name

Its ASSISTANT Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

I, PATRICIA D. KENNY, a notary public, do hereby certify that on this
27TH day of FEBRUARY, 19 92, personally appeared
before me EILEEN ASH, who being by me first duly sworn,
she
declared that he is the VICE PRESIDENT of PACIFIC TELESIS, INC.

that he signed the foregoing document as VICE PRESIDENT of the corporation and that the statements therein contained are true.

PATRICIA D. KENNY
Notary Public, State of New York
No. 24-4862193
Qualified in Kings County
Commission Expires June 23, 1992

Patricia D. Kenny
Notary Public