

Department of State.

CERTIFICATE OF WITHDRAWAL OF

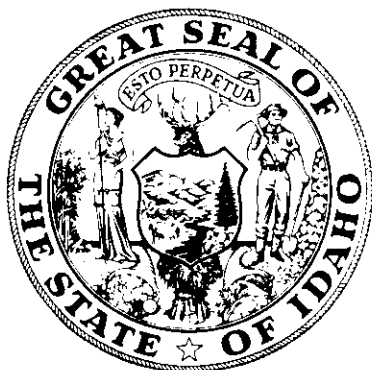
HERMES CONSOLIDATED, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HERMES CONSOLIDATED, 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 April 15, 1987



Robt. J. Cavanaugh

SECRETARY OF STATE

May I 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 following statement:

1. The name of the corporation is Hermes Consolidated, Inc.
_____. The name which it used in Idaho is Hermes Consolidated, Inc.
2. It is incorporated under the laws of New York.
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 1600 Broadway, Suite 2500, Denver, CO 80202.
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.

Hermes Consolidated, Inc.

By Jesse B. Jackson, Jr.
Its Ex. Vice President
And D. J. McCune
Its Secretary

STATE OF Colorado)
COUNTY OF Denver) ss:

I, Mary D. Winter, a notary public, do hereby certify that on this 13th day of April, 19 87, personally appeared before me Jesse B. Jackson, Jr., who being by me first duly sworn, Executive Vice declared that he is the President of Hermes Consolidated, Inc.

that he signed the foregoing document as Executive Vice President of the corporation and that the statements therein contained are true.

My Commission Expires: 4/28/89

Seal

Mary D. Winter
Notary Public