

State of Idaho

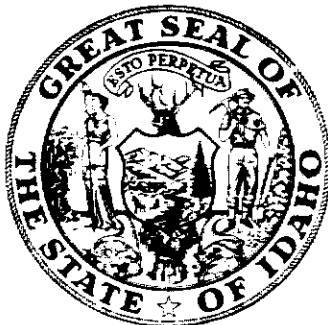
Department of State

CERTIFICATE OF WITHDRAWAL
OF
GENERAL FELT INDUSTRIES, INC.
File Number C 102987

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 of the Application for such Certificate.

Dated: November 2, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Marie L. Cenarrusa*

FILED

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Nov 2 4 00 PM '98

(Instructions on back of application)



To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, 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 General Felt Industries, Inc.

The name which it used in Idaho is General Felt Industries, Inc.

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 Trace International Holdings, Inc., 375 Park Avenue, 11th Floor, New York, NY 10152
7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in item 6.

11/05/1998 09:00
CX: none CT: 1154 IN: 15907

1 @ 20.00 = 20.00 EXPEDITE C 0 2

By

Robert H. Nelson

Robert H. Nelson

Its

Vice President

(specify capacity of signer)

IDAHO SECRETARY OF STATE
Customer Acc't #

11/02/1998 04:20
CX: none CT: 1154 IN: 158329
Secretary of State use only

1 @ 20.00 = 20.00 FOR WITHDR 0 6

C102957