State of Idaho

Office of the Secretary of State

CERTIFICATE OF WITHDRAWAL

OF

VIDEO DEPOT, INC.

File Number C 110508

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, 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: December 26, 2000

Pete T Cenarrusa
SECRETARY OF STATE

By _Monica Obellcmy_

FILED

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

~~26~~ AM 10: 06

STATE OF IDAHO

(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 Video Depot, Inc.

   The name which it used in Idaho is Video Depot, Inc.

2. It is incorporated under the laws of Colorado

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state. Effective December 31, 2000

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

   Post Office Box 3762, Hailey, Idaho 83333

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By _____
   Benj Tromberg, II

Its President
   (specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

12/26/2000 09:00
CK: 2917 CT: 58696 BH: 368759

1 @ 20.00 = 20.00 FOR WITHDR # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

C110506