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**MARY M. McDANIEL**

A PROFESSIONAL ASSOCIATION

Of Counsel  
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January 17, 2002

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Irwin Entertainment Inc.

Enclosed for the above referenced company is a check from my firm in the amount of \$35.00. The check is to cover the costs of the filing fee for the Articles of Dissolution.

If you need further information or have any questions, please feel free to call.

Sincerely,

MARY M. McDANIEL & ASSOCIATES, PA



MARY M. McDANIEL

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 22 AM 8:12

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Enclosure

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V SHEPARD JAN 28 2002

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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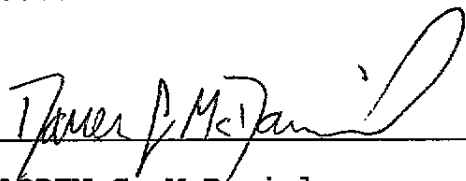
ARTICLES OF DISSOLUTION  
OF  
IRWIN ENTERTAINMENT, INC

Pursuant to the provisions of section 617.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is: IRWIN ENTERTAINMENT, INC.
- SECOND:** The date the dissolution was authorized: Effective January 1, 2002
- THIRD:** Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

The date of adoption of such resolution by the board of directors was December 31, 2001.

Signed this 17th day of January 2002.

By:   
DARREN C. McDaniel

Title: President