

P96000053449

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Telephony Ventures

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

4/17/97	
Don	
Don	
Don	
Don	
W.P. V. Tyler	

*00789, 00547, 00672

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-18-97		
TIME	8:30		CK No.
BY	DKL		

WALK-IN Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S- 400002144554--5		
Fictitious Name File -04/16/97--01016--011		
	***\$87.50	***\$87.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () Pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

97 APR 19 PM 2:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

97 APR 15 AM 8:41
 DIVISION OF CORPORATE AFFAIRS
 TALLAHASSEE, FLORIDA

FILED
 RECEIVED

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: TELEPHONY VENTURES, INC.
Ref. Number: P96000053449

We have received your document for TELEPHONY VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00019257

Corrected

ARTICLES OF DISSOLUTION
(F.S. 607.1403)

97 APR 17 PM 2:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is TELEPHONY VENTURES, INC.
2. The Articles of Incorporation were filed on June 24, 1996.
3. Dissolution was authorized by written consent of all shareholders on March 27, 1997.
4. The number of votes cast by shareholders dissolution was sufficient for approval.

DATED this 9th day of April, 1997.


MARK BALENTINE, PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, personally appeared MARK BALENTINE who acknowledged that he is the incorporator named in the Articles of Incorporation and that he acknowledges before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th day of April, 1997.

(SEAL)


NOTARY PUBLIC
My Commission Expires:



SANDRA LANGE
COMMISSION # CC 553550
EXPIRES MAY 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

WRITTEN CONSENT OF THE SHAREHOLDERS
IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDERS
TELEPHONY VENTURES, INC.

Pursuant to Section 607.0704 of the Florida General Corporation Act, the undersigned, being all the Shareholders of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Shareholders:


RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:


1. file Form 966 within 30 days after the date hereof with the District Director of Internal Revenue Service, together with a copy of this Consent,
2. transfer all of the assets of the corporation to the shareholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. file a Articles of Dissolution with the Secretary of State in Tallahassee, Florida,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: March 27, 1997



MARK BALENTINE, as Shareholder and
Director



DAVID DRAGON, as Shareholder and
Director