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FEDERAL EXPRESS

December 21, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

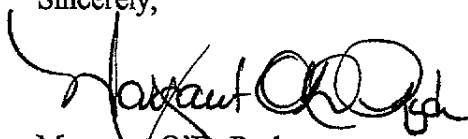
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**All Media Corp.
Articles of Dissolution**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Dissolution of the captioned company, effective upon filing. Also enclosed is this firm's check in the amount of \$87.50 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Articles of Dissolution to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

cc: Gina Maura (w/enc)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dissolution

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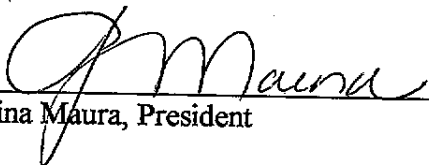
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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF
ALL MEDIA CORP.**

1. The name of the corporation is All Media Corp., a Florida corporation (the "Company").
2. The dissolution of the Company was authorized by the sole Shareholder and the sole Director of the Company on December 7, 2001 by written consent, to be effective upon filing with the Florida Secretary of State.
3. Dissolution was approved by the Sole Shareholder of the Company; therefor the number of votes cast for dissolution was sufficient for approval.
4. The Company has no voting groups.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on this 7 day of December, 2001.

ALL MEDIA CORP.

By: 
Gina Maura, President