

L 98000002130

5300 First Union Financial Center

200 South Biscayne Boulevard

Miami, FL 33131-2339

305-579-0300

Fax: 305-579-0321

Morgan, Lewis
& Bockius LLP

C O U N S E L O R S A T L A W

John S. Fletcher
305-579-0432

January 13, 1999

VIA FEDERAL EXPRESS

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

300002748563-7
-01/20/99--01093--011
*****122.50 *****52.50

Ladies and Gentlemen:

Please file the enclosed Articles of Dissolution for Gridiron.com, L.C. and promptly thereafter please file the enclosed Articles of Incorporation for Gridiron.com, Inc. Our check for \$122.50 is enclosed as the filing fees (Articles of Dissolution - \$52.50; Articles of Incorporation - \$70). Photocopies of each of the documents are enclosed. Please return copies of each marked "Filed" to the undersigned in the enclosed pre-addressed envelope.

Please promptly call the undersigned if you have any questions with respect to this matter.

Very truly yours,



John S. Fletcher

JSF/dmt
Enclosures

L 98000002130

FF \$52.50

FILED
JAN 14 PM 3:28
STATE
OF FLORIDA

270 EMMERSON
JAN 14 PM 2:48
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
GRIDIRON.COM, L.C.**

Pursuant to the provisions of Section 608.445 of the Florida Limited Liability Company Act, the undersigned, constituting all of the members of Gridiron.com, L.C., a Florida limited liability company (the "Company"), do hereby make and execute these Articles of Dissolution:

1. The name of the Company is Gridiron.com, L.C.
2. The effective date of dissolution of the Company is the date of filing of these Articles of Dissolution with the Secretary of State of Florida.
3. The dissolution of this Company was authorized by the unanimous written consent of the members of the Company pursuant to Section 608.445(1)(b) of the Florida Statutes.
4. All debts, obligations and liabilities of the Company have been paid or discharged.
5. All remaining property of the Company has been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the Company in any court.

Dated: January 12, 1999.



Scott J. Dobbins



Robert D. Deignan