



**DIGI-CELL, Inc.**  
A Telecommunications Company

10008 N. Dale Mabry Highway • Suite 203 • Tampa FL 33618  
(813) 968-6755 • Fax (813) 968-7124  
www.digi-cell.com

**F61303**

October 16, 1997

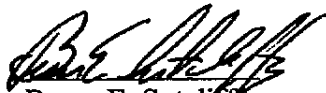
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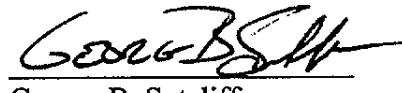
Secretary of State  
Department of State  
Division of Corporations  
State of Florida  
PO Box 6327  
Tallahassee, FL 32314

Under the provisions of State of Florida Law Ch. 607.1403 the following articles of dissolution are provided:

- a. Name of Corporation:-----Digi-Cell Incorporated
- b. Date of Dissolution Authorization-----October 16, 1997
- c. Dissolution was approved by a unanimous vote of shareholders. This vote for dissolution was sufficient for approval.
- d. N/A

For Digi-Cell Inc.

  
Bruce E. Sutcliffe  
President

  
George B. Sutcliffe  
Secretary

FILED  
97 NOV -5 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

void  
TLL NOV 10 1997

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Ref# F61303

Please return a "stamped" copy of this letter

## ARTICLES OF DISSOLUTION

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97 NOV -5 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Digi-Cell, Inc.

SECOND: The date dissolution was authorized: October 16, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 17 day of October, 19 97

Signature

Bruce E. Sutcliffe, PRESIDENT  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Bruce E. Sutcliffe  
(Typed or printed name)

PRESIDENT

(Title)