

LAW OFFICES
MISHAN, SLOTO, GREENBERG & HELLINGER, P.A.

A PROFESSIONAL ASSOCIATION

FIRST UNION FINANCIAL CENTER • SUITE 3000

200 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-2328

TELEPHONE 305-379-2328

FACSIMILE 305-379-2328

STEVEN MISHAN
JAMES R. SLOTO
BARRY N. GREENBERG
ANDREW B. HELLINGER
CAROL COX BERK
CORALEE G. PENABAZCOSA
SANDRA M. FERRERA
GLENN S. SOMMER

Sandra M. Ferrera, Esq.
sferrera@mishansloto.com

H97525

March 21, 2002

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Florida Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: **TROPICAL VIDEO PRODUCTIONS, INC., a Florida corporation**
FEI 59-2651786
Our File No. 063.001

Dear Sir/Madam:

Enclosed for filing with the Secretary of State is the Articles of Dissolution of "TROPICAL VIDEO PRODUCTIONS, INC., a Florida corporation". Also enclosed is a check payable to the Department of State in the amount of \$52.50 for payment as follows:

Filing fee:	\$35.00
Certified copy:	8.75
Certificate of Status:	8.75
	\$52.50

Please forward to us a certified copy of the Articles of Dissolution and Certificate of Status in the enclosed, self-addressed, stamped envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,



Sandra M. Ferrera

SMF/jr.

Enclosures

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FILED
02 APR - 1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4-1-02

ARTICLES OF DISSOLUTION

OF

TROPICAL VIDEO PRODUCTIONS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, **TROPICAL VIDEO PRODUCTIONS, INC.**, a Florida corporation (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is **TROPICAL VIDEO PRODUCTIONS, INC.**
2. The dissolution was authorized on the 22nd day of February, 2002.
3. Dissolution has been approved by the shareholders and the number of votes cast for dissolution was sufficient for approval.
4. A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by a majority of the shareholders of the Corporation, attached hereto.

DATED this 22nd day of February, 2002.

TROPICAL VIDEO PRODUCTIONS, INC.,
a Florida corporation

By: _____

FRED HAVENICK, President

FILED
02 APR 1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**JOINT ACTION OF SHAREHOLDER AND DIRECTORS
WITHOUT A MEETING
PURSUANT TO FLORIDA STATUTES 607.0704 AND 607.0821
OF
TROPICAL VIDEO PRODUCTIONS, INC.**

FILED
02 APR - 1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Florida Statutes 607.0704 and 607.0821, the undersigned, being the shareholders who hold a majority interest of all votes entitled to be cast and all of the members of the Board of Directors of TROPICAL VIDEO PRODUCTIONS, INC., a Florida corporation (the "Company"), herewith execute this consent to the following actions taken without a meeting on the 22nd day of February, 2002.

RESOLUTIONS:

RESOLVED, that the Corporation is authorized to take all actions necessary and proper to dissolve and wind up the affairs of the Corporation, and to execute any and all documents and instruments deemed necessary and appropriate to the dissolution;

RESOLVED, FURTHER, that the Corporation is authorized to apply the Corporation's assets, to apply toward the satisfaction of the Corporation's known debts and liabilities, specifically, \$559,694.89 owed to Hecht Properties and \$113,214.02 owed to West Flagler Associates;

RESOLVED, FURTHER, that the Corporation has no assets to distribute to its shareholders;

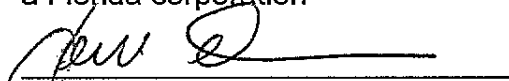
RESOLVED, FURTHER, that the Corporation is authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits, required by any federal, state or local law, ordinance, statute, or rule in connection with and incidental to the dissolution and liquidation of the Corporation; and

RESOLVED FURTHER, that the Corporation is authorized and directed to deliver Articles of Dissolution to the Florida Department of State as provided in Section 607.1403 of the Florida General Corporation Act, and to take such further actions as may be

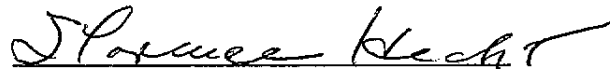
necessary to wind up the affairs and dissolve the Corporation.

DATED this 22nd day of February, 2002.

TROPICAL VIDEO PRODUCTIONS, INC.,
a Florida corporation



Isabelle Ambdur,
Director and 25% Shareholder



Florence Hecht,
Director and 25% Shareholder



Barbara Havenick,
Director and 25% Shareholder

FILED
02 APR - 1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA