

GIBBS & RUNYAN, P.A.

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January 31, 1997

CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
Post Office Box 6327  
Tallahassee, FL 32301

300002077083--7  
-02/04/97-01119-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Dissolution of Fredco Publishing, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the executed Articles of Dissolution for the above-referenced corporation. Please endorse your approval of the Articles on the copy provided and return same.

A check in the amount of \$35.00 is enclosed to cover the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

*Deborah L. Knoll*  
Deborah L. Knoll  
Legal Assistant

DLK:dlk  
Enclosures  
cc: Bruce Schmeichel

St 2/10  
Diss

FILED  
97 FEB -3 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION  
OF  
FREDCO PUBLISHING, INC.**

1. The name of this corporation is Fredco Publishing,  
Inc.

2. The name and address of its sole officer is as  
follows:

President: Bruce E. Schmeichel  
811 Tarawood Lane  
Valrico, Fl 33594

Secretary: Bruce E. Schmeichel  
811 Tarawood Lane  
Valrico, Fl 33594

Treasurer: Bruce E. Schmeichel  
811 Tarawood Lane  
Valrico, Fl 33594

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3. The name and address of its sole director is as  
follows:

Bruce E. Schmeichel  
811 Tarawood Lane  
Valrico, Fl 33594

4. All of the property and assets of the corporation  
have been distributed to its sole shareholder.

5. A copy of the resolution of the sole shareholder to  
dissolve this corporation is attached. Said resolution was adopted  
by unanimous vote of the stockholders of this corporation on the  
27<sup>th</sup> day of January, 1997.

  
BRUCE E. SCHMEICHEL, PRESIDENT

**WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF THE SOLE  
SHAREHOLDER OF FREDCO PUBLISHING, INC.**

The undersigned, being the sole Shareholder of Fredco Publishing, Inc., a Florida Corporation (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation and the Florida General Corporation Act, hereby consents to and adopts the following preambles, resolutions and actions:

WHEREAS, the Board of Directors of the Corporation have recommended that the Corporation be dissolved, and

WHEREAS, the sole Shareholder of the Corporation desires to authorize said dissolution in accordance with §607.1402 of the Florida Statutes.

BE IT RESOLVED, that this Corporation be liquidated in accordance with §336 of the Internal Revenue Code of 1986, as amended, and §§607.1402 and 607.1403 of the Florida Statutes; and

BE IT FURTHER RESOLVED, that the Board of Directors of the Corporation be, and the same hereby are directed and authorized to distribute the assets of the Corporation; and

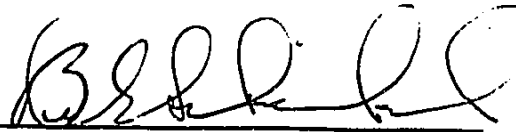
BE IT FURTHER RESOLVED, that the Officers of the Corporation be and hereby are directed and authorized to pay all outstanding obligations and liabilities of the Corporation or to make provision for their payment to the extent possible; and

BE IT FURTHER RESOLVED, that the Directors of the Corporation be and they hereby are directed, upon their determination that the liabilities of the Corporation are paid or provided for to the extent possible, to cause the Officers of the Corporation to file Articles of Dissolution with the Secretary of State of Florida; and

BE IT FURTHER RESOLVED, that the Officers and Directors of the Corporation be and the same hereby are authorized and directed to execute such instruments and perform such acts as are necessary to effect these resolutions; and

BE IT FURTHER RESOLVED, that the foregoing resolutions,  
constitute the entire plan of liquidation of the  
corporation.

Dated this 27 day of January, 1997.

A handwritten signature in black ink, appearing to read 'B. Schmeichel', written over a horizontal line.

BRUCE E. SCHMEICHEL  
SHAREHOLDER