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J 66658
February 8, 2002

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Reply To: Boca Raton
File No.: MMA12-0003

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
X Member of N.Y. Bar
¶ Member of Ohio Bar

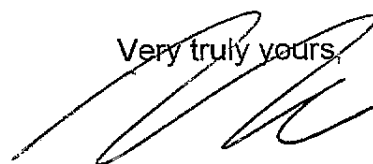
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Dissolution
Florida Media Affiliates, Inc.**

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution and a check in the amount of \$43.75 representing the fees for filing and for the Certificate of Status. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,



William S. Kramer

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WSK/jc

Enclosures

W:\MMA12\0003\Letter to Dept. of State re Articles of Dissolution.020802.wpd

FILED
02 FEB 11 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

at 2/3
1/11/02

ARTICLES OF DISSOLUTION OF
FLORIDA MEDIA AFFILIATES, INC.

PURSUANT to Section 607.1403 of the Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

FIRST: The name of the corporation is FLORIDA MEDIA AFFILIATES, INC.

SECOND: The dissolution was authorized by unanimous written consent of the corporation's shareholders and directors on February 6th, 2002.

THIRD: Approval by the shareholders for dissolution was by unanimous consent, which is sufficient for approval.

FOURTH: A written consent to dissolution of the corporation, entitled Agreement and Plan for Dissolution of FLORIDA MEDIA AFFILIATES, INC., has been signed by the sole shareholder and all directors of the corporation and is attached hereto and made a part hereof as Exhibit "A".

FLORIDA MEDIA AFFILIATES, INC.

ATTEST:

Kate S. Tomlinson
Kate S. Tomlinson,
Secretary

By:

Norman B. Tomlinson, Jr.
Norman B. Tomlinson, Jr.,
President

STATE OF NJ

COUNTY OF Morris

The foregoing instrument was acknowledged before me this 7th day of February, 2002, by Norman B. Tomlinson, Jr., President of Florida Media Affiliates, Inc., on behalf of the corporation. He is personally known to me or has produced his driver's license as identification and did (did not) take an oath.

Deborah A. Fritze
Notary Public

Deborah A. Fritze
Notary Public of New Jersey
My Commission Expires June 14, 2006

My commission expires:

STATE OF NJ

COUNTY OF Morris

The foregoing instrument was acknowledged before me this 7th day of February, 2002, by Kate S. Tomlinson, Secretary of Florida Media Affiliates, Inc., on behalf of the corporation. She is personally known to me or has produced his driver's license as identification and did (did not) take an oath.

Deborah A. Fritze
Notary Public

Deborah A. Fritze
Notary Public of New Jersey
My Commission Expires June 14, 2006

My commission expires:

EXHIBIT "A"

**AGREEMENT AND PLAN FOR DISSOLUTION AND
LIQUIDATION OF FLORIDA MEDIA AFFILIATES, INC.**

WHEREAS, the undersigned, being all of the stockholders and directors of FLORIDA MEDIA AFFILIATES, INC., a corporation organized under the laws of the State of Florida, have determined that it would be advisable and in the best interests of the corporation and its shareholders for the corporation to be dissolved, and hereby take the following actions by written consent in lieu of a Special Meeting pursuant to Section 607.1402 of the Florida Business Corporation Act;

NOW, THEREFORE, be it:

1. RESOLVED that the shareholders of FLORIDA MEDIA AFFILIATES, INC. hereby consent to the dissolution of the corporation and to its liquidation pursuant to Section 331 of the Internal Revenue Code or such other Section(s) as the corporation's accountant deems advisable;

2. RESOLVED FURTHER, that the officers and directors of FLORIDA MEDIA AFFILIATES, INC. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the Officers and Directors of FLORIDA MEDIA AFFILIATES, INC. are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provisions for the payment of all of its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the corporation's assets, if any, to the shareholders, in cash or in kind, according to their respective rights and interests;

4. RESOLVED FURTHER, that Norman B. Tomlinson, Jr., is appointed trustee in liquidation, and that the Officers and Directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of FLORIDA MEDIA AFFILIATES, INC. or on behalf of the corporation, including U.S. Treasury Department Form 966, and Articles of Dissolution with the Florida Secretary of State;

5. RESOLVED FURTHER, that on completion of all liquidation actions, the Officers and Directors of the corporation are hereby

authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation, including but not limited to the procedures described in Section 607.1406 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

EXECUTED this 6th day of February, 2002

Barbara D. Tomlinson
Barbara D. Tomlinson, Director

Norman B. Tomlinson, Jr.
Norman B. Tomlinson, Jr., Director

Kate S. Tomlinson
Kate S. Tomlinson, Director

Micromedia Affiliates, Inc., Sole
Shareholder

By: Norman B. Tomlinson, Jr.
Norman B. Tomlinson, Jr.,
President