

K 44/136

LAW OFFICES  
**ULLMAN & ULLMAN**  
PROFESSIONAL ASSOCIATION  
BANK OF BOSTON FINANCIAL PLAZA  
SUITE 200

HOWARD F. ULLMAN  
MICHAEL W. ULLMAN  
KIMBERLY K. RANGEL

95 SOUTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 338-3535  
FAX (561) 338-3581

April 8, 1999

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

100002836451--0  
-04/12/99--01112--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: Emerald Coast Communications Corporation**  
**Our File No. 99-0022**

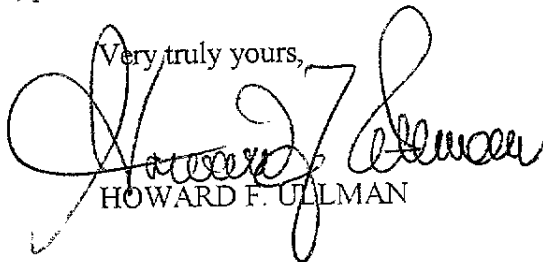
Dear Sir or Madam:

Enclosed for filing with your offices please find the following:

1. Original and two copies of Articles of Dissolution of Emerald Coast Communications, Inc.;
2. Our firm's check in the amount of \$43.75 representing \$35.00 as filing fee and \$8.75 for a certificate of status; and
3. A postage paid return envelope.

Should you have any questions, please do not hesitate to telephone me.

Very truly yours,

  
HOWARD F. ULLMAN

HFU:tmk  
Enclosures

FILED  
99 APR 12 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

990022/articles dissol sec state.ltr.doc

Uoldis  
TLL APR 5 1999

## ARTICLES OF DISSOLUTION

The name of the corporation is: EMERALD COAST COMMUNICATIONS, INC.

1. The name(s) and respective address(es) of its officer(s) is/are:

Thomas Birch

~~3355 Pinewalk Dr., Apt. 205~~

~~Margate, FL 33063~~

11971 Glenmore Dr.  
Coral Springs, FL 33071

Raymond Quinn

723 Lari Dawn

San Antonio, TX

2. The name(s) and respective address(es) of its director(s) is/are:

Thomas Birch

~~3355 Pinewalk Dr., Apt. 205~~

~~Margate, FL 33063~~

11971 Glenmore Dr.  
Coral Springs, FL 33071

3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

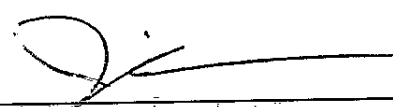
4. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the corporation in any court.

6. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by the holders of one hundred (100%) percent of the common shares of the corporation.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 29th day of MARCH, 1999.

DATED this 29 day of MARCH, 1999.

  
\_\_\_\_\_  
Thomas Birch, Director, Secretary  
& Treasurer

**EMERALD COAST COMMUNICATIONS, INC.**

**WRITTEN CONSENT OF STOCKHOLDERS AND DIRECTORS  
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS  
AND BOARD OF DIRECTORS PURSUANT TO THE  
FLORIDA GENERAL CORPORATION ACT**

**At a Meeting to Liquidate and Dissolve  
Emerald Coast Communications, Inc.**

The undersigned, Thomas C. Birch, being holder of Seventy (70%) percent of the common shares of Emerald Coast Communications, Inc. (hereinafter the "Corporation") and the secretary, treasurer and sole director, and the undersigned, Raymond Quinn, being holder of thirty (30%) percent of the common shares of the Corporation and President hereby take the following action by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders.


**RESOLVED**, that the Corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code of 1954, as amended, and further

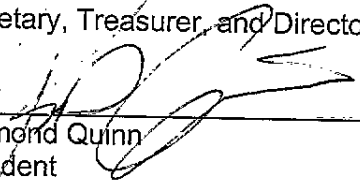
**RESOLVED**, that in accordance with such plan of liquidation, the officers, director and the accountant for the Corporation have taken the following action as directed:

1. That a final tax return has been filed with the District Director of Internal Revenue Service at Chamblee, Georgia.
2. Transfer all of the assets of the Corporation to its shareholders in accordance with their respective rights and interests.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the Corporation.
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors, and

**FURTHER RESOLVED**, that all actions taken on behalf of this Corporation by Thomas C. Birch, holder of seventy (70%) percent of the common shares of the Corporation and Raymond Quinn, holder of thirty (30%) of the common shares, to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: March 29, 1999.

  
\_\_\_\_\_  
Thomas C. Birch  
Secretary, Treasurer, and Director

  
\_\_\_\_\_  
Raymond Quinn  
President