

April 30, 1999

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

**K 85065**

Subj: Dissolution of Incorporation of:  
CLASS ACT CLOTHING NETWORK, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Dissolution of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$35.00 to cover the filing fees.

400002862034--8  
-05/04/99-01064-013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Kindly acknowledge filing of these Articles of Dissolution of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937.

Thank you for your assistance in this matter.

Sincerely,

*Frances C. Franklin*  
FRANCES C. FRANKLIN

**FILED**  
99 MAY -4 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*OM*  
*K85065*  
*FL Diss*  
*SPT*  
*5-4-99*

ARTICLE OF DISSOLUTION  
OF  
CLASS ACT CLOTHING NETWORK, INC.

ARTICLE I.

The name of the Corporation is CLASS ACT CLOTHING NETWORK, INC., which was duly incorporated on May 3, 1989 by the State of Florida.

ARTICLE II.

The name, title and post office address of each of the officers of the Corporation are as follows:

President:	FRANCES C. FRANKLIN, 694 Caribbean Drive Satellite Beach, FL 32937
Vice-President:	FRANCES C. FRANKLIN 694 Caribbean Drive Satellite Beach, FL 32937
Secretary/Treasurer:	FRANCES C. FRANKLIN 694 Caribbean Drive. Satellite Beach, FL 32937

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY -4 AM 9:15

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ARTICLE III.

The name and post office address of each of the directors of the Corporation are as follows:

FRANCES C. FRANKLIN, 694 Caribbean Dr., Satellite Beach, FL 32937

ARTICLE IV.

All debts, obligations and liabilities of the Corporation have been paid or discharged.

ARTICLE V.

There are no remaining assets or property of distribution to the shareholders.

ARTICLE VI.

There are no actions pending against the Corporation.

ARTICLE VII.

The Corporation has elected to dissolve the corporation on the unanimous written consent of its shareholders and directors. A true copy of the consent is incorporated and attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 30th day of April, 1999, in Satellite Beach, Brevard County, Florida.

BY: Frances C. Franklin  
FRANCES C. FRANKLIN  
President

STATE OF FLORIDA  
COUNTY OF BREVARD

SWORN TO and subscribed before me this 30th day of April, personally appeared FRANCES C. FRANKLIN, who produced the following identification FL/DL#F652-243-41-806-0 to me to be the person who executed the foregoing Articles of Dissolution, and she acknowledged before me that she executed these Articles of Dissolution of CLASS ACT CLOTHING NETWORK, INC. on behalf of the Corporation.

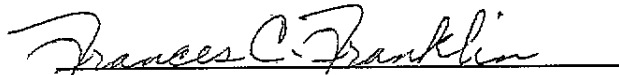
Sandra Dunn  
Notary Public



CONSENT TO DISSOLUTION OF CLASS ACT CLOTHING NETWORK, INC.

I, the undersigned, being the sole shareholder and director of CLASS ACT CLOTHING NETWORK, INC., hereby consent to the dissolution of said Corporation

Dated: 4/30/99

  
FRANCES C. FRANKLIN  
As Director and  
Sole Shareholder

1 Ek, A