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Reply To: Boca Raton

File No.: MMAI2-0003

☆ 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

March 18, 2002

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

400005136314--7  
-03/20/02--01037--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

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

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution and a check for 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

WSK/sjc

Enclosures

W:\FL Dept State Articles of Diss ltr 030602

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 22 9 11:10 AM '02

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*Vold's.*

V SHEPARD MAR 27 2002

Established in 1947

ARTICLES OF DISSOLUTION OF  
MICROMEDIA AFFILIATES OF FLORIDA, INC.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 12:40

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

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

SECOND: The dissolution was authorized by unanimous written  
consent of the corporation's shareholders and directors on March 13<sup>th</sup>,  
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 MICROMEDIA AFFILIATES OF  
FLORIDA, 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".

MICROMEDIA AFFILIATES OF FLORIDA,  
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 13<sup>th</sup> day  
of March, 2002, by Norman B. Tomlinson, Jr., President of  
Micromedia Affiliates Of Florida, 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.

My commission expires:

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

STATE OF NJ

COUNTY OF MORRIS

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day  
of March, 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.

My commission expires:

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

EXHIBIT "A"

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

WHEREAS, the undersigned, being all of the stockholders and directors of MICROMEDIA AFFILIATES OF FLORIDA, 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 MICROMEDIA AFFILIATES OF FLORIDA, 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 MICROMEDIA AFFILIATES OF FLORIDA, 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 MICROMEDIA AFFILIATES OF FLORIDA, 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 MICROMEDIA AFFILIATES OF FLORIDA, 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 13<sup>th</sup> day of March, 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