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* Not Admitted in Florida

October 31, 1997

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Secretary of State
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Dissolution of Impact
Communications of Central Florida,
Inc., and Articles of Incorporation
of Impact Communications of Central
Florida II, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are two copies of
Articles of Dissolution for Impact Communications of Central
Florida, Inc. Also enclosed is a check in the amount of \$35.00 to
cover the filing fee for the filing of such Articles. Please date
stamp a copy of the Articles of Dissolution with the date on which
such Articles are filed and return the stamped Articles to me in
the enclosed self-addressed stamped envelope.

Also enclosed are Articles of Incorporation for Impact
Communications of Central Florida II, Inc. and a check in the
amount of \$70.00 to cover the filing fee for such Articles. Please
file these Articles of Incorporation immediately after the filing
of the Articles of Dissolution for Impact Communications of Central
Florida, Inc. Frances R. Sirianni, as principal shareholder, sole

RECEIVED
97 NOV -3 AM 8:24
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

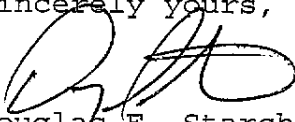
Diss.
11-6-97
CC

Secretary of State
October 31, 1997
Page 2

director, and sole officer of each corporation, hereby gives her consent to the filing of the Articles of Incorporation for Impact Communications of Central Florida II, Inc.

If you have any questions, please call me.

Sincerely yours,



Douglas E. Starcher

DES:gb

Encs.

ARTICLES OF DISSOLUTION
OF
IMPACT COMMUNICATIONS OF CENTRAL FLORIDA, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE - NAME

The name of the corporation is Impact Communications of Central Florida, Inc. (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's sole director and holders of a majority of the outstanding shares of the Corporation's stock on September 27, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

Approval of these Articles of Dissolution by the holders of a majority of the Corporation's outstanding shares of stock is sufficient for approval of the dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on September 27, 1997.

Impact Communications of Central Florida, Inc.

By: 
Name: Frances R. Sirianni
Title: President

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DIVISION OF CORPORATIONS
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