

NetMediaVC, LLC
41 East 11th Street
11th Floor
New York, NY 10003
Tel 212.905.6230
Fax 212.905.6234
www.netmediavc.com

P00000004589

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY -7 PM 12:50

netmedia|vc

March 28, 2001

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

600004140156--7
-05/07/01--01147--034
*****35.00 *****35.00

Dear Sir or Madam:

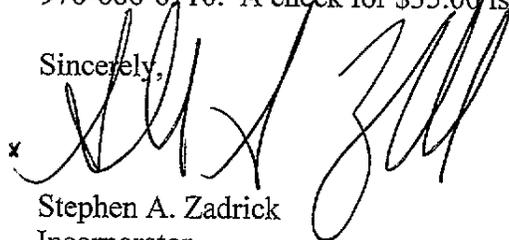
Attached are ARTICLES OF DISSOLUTION for NetMedia-VC, Inc. pursuant to 607.1401 of the Florida Statutes.

Please send a confirmation of the dissolution to:

Duane C. Montopoli
NetMediaVC, LLC
790 Turnpike Street, Suite 202
North Andover, MA 01845

In case you have any questions regarding this filing, please call Duane C. Montopoli at 978-686-6710. A check for \$35.00 is enclosed.

Sincerely,

x 

Stephen A. Zadrick
Incorporator

Uo/dis

V. SHEPARD MAY 15 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY -7 PM 12:50

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: NetMedia-VC, Inc.

SECOND: The filing date of the articles of incorporation was: JAN. 13, 2000

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

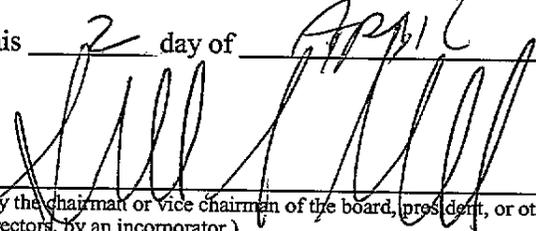
SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

x Signed this 2 day of April, 01

x Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

STEPHEN ZADUCK

(Typed or printed name)

INCORPORATOR / Director
(Title)