

P00000071282

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Thinkburst Media, Inc.

2001 MAY 16 PM 12:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILE  
FIRST

COULETTE MAY 16 2001

Signature

Requested by:

KC 5/16

Name Date Time

Walk-In Will Pick Up

Art of Inc. File \_\_\_\_\_  
 LTD Partnership File \_\_\_\_\_  
 Foreign Corp. File \_\_\_\_\_  
 L.C. File \_\_\_\_\_  
 Fictitious Name File \_\_\_\_\_  
 Trade/Service Mark \_\_\_\_\_  
 Merger File \_\_\_\_\_  
 Art. of Amend. File \_\_\_\_\_  
 RA Resignation \_\_\_\_\_  
 Dissolution / Withdrawal \_\_\_\_\_  
 Annual Report / Reinstatement \_\_\_\_\_  
 Cert. Copy \_\_\_\_\_  
 Photo Copy \_\_\_\_\_  
 Certificate of Good Standing \_\_\_\_\_  
 Certificate of Status \_\_\_\_\_  
 Certificate of Fictitious Name \_\_\_\_\_  
 Corp Record Search \_\_\_\_\_  
 Officer Search \_\_\_\_\_  
 Fictitious Search \_\_\_\_\_  
 Fictitious Owner Search \_\_\_\_\_  
 Vehicle Search \_\_\_\_\_  
 Driving Record \_\_\_\_\_  
 UCC 1 or 3 File \_\_\_\_\_  
 UCC 11 Search \_\_\_\_\_  
 UCC 11 Retrieval \_\_\_\_\_  
 Courier \_\_\_\_\_

DIVISION OF CORPORATION  
01 MAY 16 AM 10:55  
FLORIDA  
REGISTRATION

ARTICLES OF DISSOLUTION  
OF  
THINKBURST MEDIA, INC.

The name of this corporation is ThinkBurst Media, Inc. It was organized under the laws of the State of Florida on the 24th day of July, 2000, and assigned document number P00000071282.

The Corporation has elected to dissolve as of May 14, 2001, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 14<sup>th</sup> day of May, 2001, in Okaloosa County, Florida.

ATTEST:

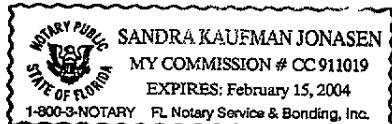
By: Thomas T. Knighten  
THOMAS T. KNIGHTEN,  
President

Thomas T. Knighten  
THOMAS T. KNIGHTEN,  
Secretary

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me personally appeared THOMAS T. KNIGHTEN, as President and Secretary of THINKBURST MEDIA, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 14<sup>th</sup> day of May, 2001.



David K. Jonassen  
Notary Public  
My Commission Expires: 2/15/04

**EXHIBIT A**

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**FOR DISSOLUTION**  
**OF**  
**THINKBURST MEDIA, INC.**

WHEREAS, THINKBURST MEDIA, INC. has ceased or will cease business activity as of May 14, 2001 and there is no intention to undertake any other business;

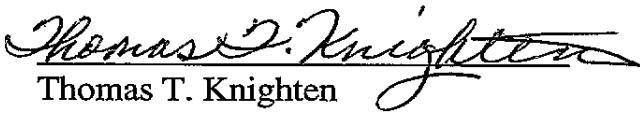
WHEREAS, the Board of Directors of THINKBURST MEDIA, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on May 14, 2001, at 11:00 a.m., at the offices of the Daniel C. Perri, Attorney;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 14<sup>th</sup> of May, 2001 at Shalimar, Florida.

  
Thomas T. Knighten  
Director

**WAIVER OF NOTICE OF THE SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
THINKBURST MEDIA, INC.**

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of ThinkBurst Media, Inc. be held on the date and time and at the place stated below for the purpose of considering the dissolution of ThinkBurst Media, Inc. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: May 14, 2001

Time of Meeting: 11:00 a.m.

Place of Meeting: 4 Eleventh Avenue, Suite 1  
Shalimar, FL 32579

  
Thomas T. Knighten  
Sole Shareholder

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**MINUTES OF THE SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
THINKBURST MEDIA, INC.**

A special meeting of the shareholders of ThinkBurst Media, Inc., a Florida corporation, was held at 4 Eleventh Avenue, Suite 1, Shalimar, Florida, on the 14<sup>th</sup> day of May, 2001, pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

Thomas T. Knighten

In Person

Thomas T. Knighten acted as chairperson and and as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of ThinkBurst Media, Inc. and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of ThinkBurst Media, Inc.:

WHEREAS, the shareholders, upon recommendation of the directors of ThinkBurst Media, Inc., have determined that it is advisable and beneficial for the corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of ThinkBurst Media, Inc.;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of ThinkBurst Media, Inc., to pay or make adequate provisions for the debts of ThinkBurst Media, Inc., and apportion the remaining assets among the shareholders according to their respective interests:

1. ThinkBurst Media, Inc. shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

2. ThinkBurst Media, Inc. will distribute all of its property and assets effective as of May 14, 2000.

3. All liabilities and obligations of ThinkBurst Media, Inc. will be paid or discharged, or adequate provision will be made for them.
4. The officers of ThinkBurst Media, Inc. are authorized to sell or otherwise liquidate all the properties and assets of ThinkBurst Media, Inc. that they deem necessary or advantageous to facilitate the liquidation.
5. The officers of ThinkBurst Media, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
  - a. executing any and all instruments of conveyance;
  - b. paying all taxes and fees;
  - c. executing all documents required by law to be filed;
  - d. retaining professional advisors, and
  - e. doing all other things necessary or convenient to effect the dissolution of ThinkBurst Media, Inc.
6. After the provision for, or payment of, the known debts and liabilities of ThinkBurst Media, Inc., the officers are authorized and directed to distribute the remaining cash or other assets of ThinkBurst Media, Inc. to the shareholders of record according to their respective rights and interest in exchange for their shares in ThinkBurst Media, Inc.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.



Thomas T. Knighten  
Chairperson and Secretary

**RATIFICATION OF MINUTES OF  
SPECIAL MEETING OF SHAREHOLDERS OF  
THINKBURST MEDIA, INC.**

We, the undersigned shareholders of ThinkBurst Media, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 14 day of May, 2001.

*Thomas T. Knighten*  
Thomas T. Knighten  
SOLE SHAREHOLDER