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*Uo/dis*

V SHEPARD MAR 5 2003

THIS IS THE COVER LETTER  
FOR THE DISSOLUTION OF  
MIAMI BEACH CINEMATHEQUE, INC.

MY NAME AND ADDRESS:

DANA KEITH WEEKLY  
P.O. BOX 19-1876  
MIAMI BEACH, FL. 33119

TEL: 305 673 4567.

ENCLOSED: \$35 FEE.

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: MIAMI BEACH CINEMATHEQUE, INC.

SECOND: The filing date of the articles of incorporation was: APRIL 1, 2002

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.

Signed this 26th day of FEBRUARY, 2003

Signature [Handwritten Signature]

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

DANA KEITH WEEKLY

(Typed or printed name)

INCORPORATOR AND DIRECTOR

(Title)