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DISSOLUTION

MAKESHIFT MEDIA, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 8, 2003

MAKESHIFT MEDIA, INC.
15410 SOUTHWEST 81ST STREET
UNIT 94
MIAMI, FL 33193

SUBJECT: MAKESHIFT MEDIA, INC.
REF: P02000053018

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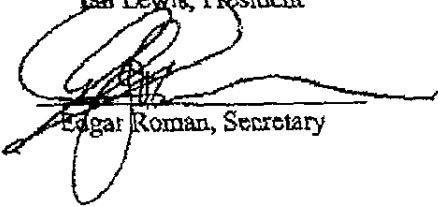
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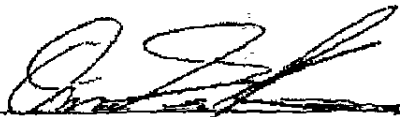
ARTICLES OF DISSOLUTION
OF
MAKESHIFT MEDIA, INC.

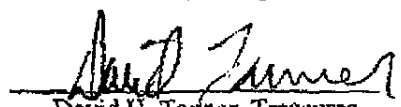
BEFORE ME, the undersigned authority, this day personally appeared Ian Lewis, Omar Grafals, Edgar Roman, and David H. Tanner, first by me being duly sworn deposes and says:

1. That affiants are the President / Vice-president / Secretary / Treasurer / Director and shareholders of Makeshift Media, Inc. who have on the date filed the dissolution of the company.
2. That the adoption of dissolution was approved by the shareholders.
3. The date of the dissolution of the company shall be effective on the date filed in the Office of the Secretary of State, Division of Corporations, State of Florida. This is adopted the 7th day of May 2003.
4. The number of votes cast for the dissolution of the corporation was sufficient for approval.


Ian Lewis, President


Edgar Roman, Secretary


Omar Grafals, Vice-president


David H. Tanner, Treasurer