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MARC F. OATES, P.A.

Attorney at Law

10001 Tamiami Trail North, Suite 119 Naples, Florida 34108 Telephone (941) 593-3174 / Facsimile (941) 593-3173

January 14, 2003

VIA FEDERAL EXPRESS

Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 (850) 487-6050

Re:

Matter:

Cohesion Communications, Inc. Dissolution

Entity:

Cohesion Communications, Inc.

Document #:

P02000069935

Enclosure:

Articles of Dissolution

Dear Amendment Section:

Enclosed please find Articles of Dissolution for Cohesion Communications, Inc. and a check made payable to Florida Department of State for the total amount of \$52.50 (which includes \$35 filing fee; \$8.75 certified copy; and \$8.75 certificate of status).

After filing, please return certified copies and certificate of status to this law office in the envelope enclosed for your convenience.

Should you have any questions, please do not hesitate contact this law office accordingly. Thank you for your attention to the enclosed.

Sincerely,

Tracey A. Mancini, Paralegal to

Marc F. Oates, Esq.

MFO/tam Enclosures as stated



ARTICLES OF DISSOLUTION

OF

COHESION COMMUNICATIONS, INC.

Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

ARTICLE I - NAME

The name of this corporation is Cohesion Communications, Inc.

ARTICLE II - FILING DATE

The filing date of the articles of incorporation was June 25, 2002, and the assigned document number is P02000069935.

ARTICLE III - DEBTS

All debts, obligations, and liabilities of the Corporation have been paid or discharged and no debt of the corporation remains unpaid.

ARTICLE IV - PROPERTY

No property remains for distribution to stockholders after applying it as far as it would go to the just and equitable payment of the liabilities and obligations of the Corporation.

ARTICLE V - NO SUITS

There are no suits pending against the Corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order, or decree which may be entered against it, and there are no criminal proceedings pending against the Corporation.

ARTICLE VI - ADOPTION OF DISSOLUTION

On November <u>b</u>, 2002, at a duly constituted meeting, the dissolution was approved by all the shareholders and by all the directors of this Corporation.

ARTICLE VII - EFFECTIVE DATE

The dissolution of the Corporation shall occur on the date of filing of these Articles of Dissolution with the Secretary of State.

WHEREFORE, the undersigned, in their capacity as directors of Cohesion Communications, Inc., hereby signs these Articles of Dissolution on this _____ day

of November, 2002.

Director/President

Cohesion Communications, Inc.

Yvette Monell-Berna Director/President

Cohesion Communications, Inc.