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DISSOLUTION
PENNY ARCADE, INC.

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Comments:

Please file the attached Articles of Dissolution of Penny Arcade, Inc.

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ARTICLES OF DISSOLUTION
OF
PENNY ARCADE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is Penny Arcade, Inc., a Florida corporation (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

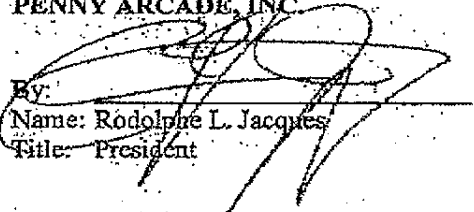
The dissolution was authorized on December 29, 2004, and it will be effective when these Articles are filed with the Florida Department of State.

ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by the written consent of the shareholders of the Corporation in accordance with the provisions of Sections 607.1402(6) and 607.0704 of the Florida Business Corporation Act, which is sufficient for approval of the dissolution of the Corporation. No voting by voting groups was required.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on 12/29, 2004.

PENNY ARCADE, INC

By: 
Name: Rodolphe L. Jacques
Title: President

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