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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

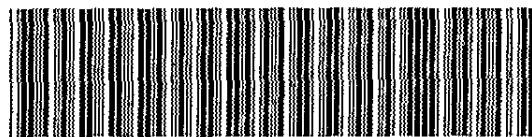
(Business Entity Name)

(Document Number)

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FILED  
03 APR 29 PM 2:00  
TALLAHASSEE, FLORIDA

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LAW OFFICES \*  
**JEFFREY S. SINIAWSKY, P.A.**

300 N.W. 82ND AVENUE, SUITE 505  
**PLANTATION, FLORIDA 33324**

PHONE: (954) 452-5030  
FAX: (954) 452-5010

April 25, 2003

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
03 APR 29 PM 4:00  
TALLAHASSEE, FLORIDA

RE: Articles of Dissolution for ABD Media, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for ABD Media, Inc., along with the following associated documents:

Statement of Intent to Dissolve by Written Consent of the Shareholders

Minutes of the Special Meeting of the Board of Directors

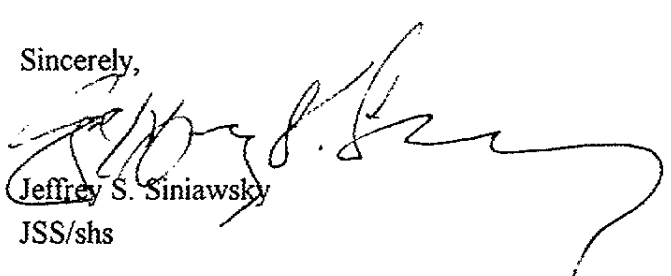
Minutes of the Special Meeting of the Shareholders

Waiver of the Notice of the Special Shareholders Meeting

Waiver of the Notice of the Special Board of Directors Meeting

I have also enclosed a check in the amount of \$43.75 as payment of the filing fee and one certified copy of the Dissolution. Please advise if you need anything further.

Sincerely,

  
Jeffrey S. SiniaWSKY

JSS/shs

FILED  
03 APR 29 PM 4:00  
TALLAHASSEE, FLORIDA

### ARTICLE OF DISSOLUTION

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporation adopts the following Article of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is ABD MEDIA, INC.
2. The names and respective addresses of its officers are:  
  
Bernard Lang  
980 St Antoine West  
Suite 400  
Montreal, Quebec, Canada  
H3C 1A8
3. The names and respective addresses of its directors are:  
  
Bernard Lang  
980 St Antoine West  
Suite 400  
Montreal, Quebec, Canada  
H3C 1A8
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
5. No property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.
6. There are no actions pending against the corporation in any court.

7. A statement of intent to dissolve the corporation is hereby attached.

Dated: 7<sup>th</sup> April, 2003

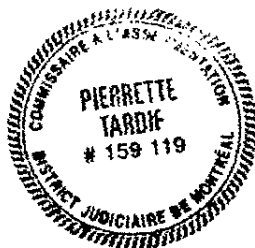
BY: *B. Lang*  
Bernard Lang, President

BY: *B. Lang*  
Bernard Lang, Secretary

STATE OF  
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared, *Mr. Lang* who is to me well known to be the person described in and who subscribed the above articles of dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at \_\_\_\_\_  
*Arr. Côte Saint-Luc* in said County and State, this 11 day of April, 2003  
*ville de Montréal*



*Pierrette Tardif*  
Notary Public  
My Commission Expires: Nov-18/2005

STATEMENT OF INTENT TO DISSOLVE

ABD MEDIA, INC.

BY WRITTEN CONSENT OF ALL THE SHAREHOLDERS

Pursuant to the provisions of Chapter 90-179, Section 76 and 77, respectively of the Florida General Corporation Act, as amended during the 11th Legislature, Second Regular Session (1990), the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is ABD MEDIA, INC.
2. All of the shareholders of the corporation hereby authorize the dissolution of the corporation as evidence by the signature of all the shareholders set forth below.
3. The date of the meeting of the shareholders at which this resolution to dissolve ABD MEDIA, INC. was March 14, 2003.
4. The votes cast for dissolution of the corporation, being all of the shareholders of ABD MEDIA, INC. was sufficient for approval of the resolution dissolving this corporation, a copy of which is attached hereto as Exhibit "A".
5. The number of shares of the corporation outstanding at the time of such adoption was One Hundred (100); number of shares entitled to vote thereon was One Hundred (100) shares of the common stock of ABD MEDIA, INC. There are no other classes of stock authorized or outstanding.
6. The number of shares who votes for such resolution was one hundred (100). The number of shares who voted against such resolution was zero.

SHAREHOLDER(S):

Bernard Lang

By: B. Lang  
Bernard Lang, Secretary

By: B. Lang  
Bernard Lang, President

Dated: April 11, 2003

MINUTES OF THE SPECIAL  
MEETING OF BOARD OF DIRECTORS  
OF ABD MEDIA, INC.

A Special Meeting of the Board of Directors of ABD MEDIA, INC. was held at 300 NW 82<sup>nd</sup> Avenue, Suite 505, Ft. Lauderdale, Florida 33324 on the 14<sup>th</sup> day of March, 2003 at 1:00 P.M.

The following Directors were present:

<u>Director</u>	<u>No. of Shares</u>
Bernard Lang	100

The President reported that the corporation having no further activity or business interest in Florida and whereas all of the assets of the corporation have been used to pay obligations of the corporation and whereas there are no assets of the corporation or liabilities related thereto. Then the President made a resolution, duly seconded to dissolve the corporation and hereby direct and authorize the corporation's attorney to prepare necessary documents for the dissolution of the corporation.

The President further acknowledges that after review and discussion of any pending matters including but not limited to the Commonwealth Savings breach of loan commitment, it was moved by the President and duly seconded that no action be taken against Commonwealth Savings or its successors, there being no direct cost benefit to the corporation.

There being no further business appearing to the members of the board, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated this 14th day of March, 2003.

  
\_\_\_\_\_  
Bernard Lang

MINUTES OF THE SPECIAL  
MEETING OF SHAREHOLDERS  
OF ABD MEDIA, INC.

A Special Meeting of the Shareholders of ABD MEDIA, INC. was held at 300 NW 82<sup>nd</sup> Avenue, Suite 505, Ft. Lauderdale, Florida 33324 on the 14th day of March, 2003 at 1:00P.M.

The following Shareholders were present:

Bernard Lang

The President reported that the corporation having no further activity or business interest in Florida and whereas all of the assets of the corporation have been used to pay obligations of the corporation and whereas there are no assets of the corporation or liabilities related thereto. Then the President made a resolution, duly seconded to dissolve the corporation and hereby direct and authorize the corporation's attorney to prepare necessary documents for the dissolution of the corporation.

The President further acknowledges that after review and discussion of any pending matters including but not limited to the Commonwealth Savings breach of loan commitment, it was moved by the President and duly seconded that no action be taken against Commonwealth Savings or its successors, there being no direct cost benefit to the corporation.

There being no further business appearing to the members of the board, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.


Dated this 14th day of March , 2003.

  
\_\_\_\_\_  
Bernard Lang

WAIVER OF NOTICE OF SPECIAL BOARD OF DIRECTORS  
MEETING OF ABD MEDIA, INC.

We, the undersigned, being all of the directors, of ABD MEDIA, INC., a Florida corporation, hereby waive notice of the Special Board of Directors' meeting of the corporation and agree that the 14<sup>th</sup> day of March, 2003 shall be the time and 300 NW 82<sup>nd</sup> Avenue, Suite 505, Ft. Lauderdale, Florida, shall be the place for holding the meeting.

DATED: 14<sup>th</sup> March, 2003.


  
\_\_\_\_\_  
Bernard Lang



WAIVER OF NOTICE OF SPECIAL SHAREHOLDERS  
MEETING OF ABD MEDIA, INC.

We, the undersigned, being all of the shareholders, of ABD MEDIA, INC, a Florida corporation, hereby waive notice of the Special Shareholders' meeting of the corporation and agree that the 14th day of March, 2003 at 1:00P.M. shall be the time and 300 NW 82<sup>nd</sup> Avenue, Suite 505, Ft. Lauderdale, Florida, shall be the place for holding the meeting.

DATED: 14<sup>th</sup> March, 2003.

  
\_\_\_\_\_  
Bernard Lang