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Account Number : I20000000202
Phone : (904) 886-4400
Fax Number : (904) 886-4040

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DIVISION OF CORPORATIONS

DISSOLUTION

BRADNER MEDIA GROUP, INC.

Certificate of Status	0
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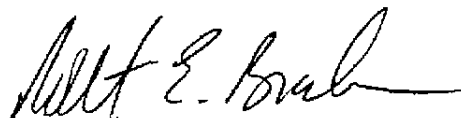
ARTICLES OF DISSOLUTION FOR

BRADNER MEDIA GROUP, INC.
a Florida profit corporation

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation hereby adopts these Articles of Dissolution.

1. The name of the corporation is Bradner Media Group, Inc.
2. The Articles of Incorporation were filed on October 14, 2004.
3. The corporation has shareholders entitled to vote.
4. The Shareholders met at a properly noticed meeting on 5/31/05, during which the Resolution for Dissolution was adopted by written consent and executed in accordance with 607.0704 of the Florida Statutes.
5. The Articles of Dissolution will take effect as of the date of execution below.

Executed this 31st day of May, 2005.



Robert E. Bradner, Director



Jennifer J. Bradner

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**PLAN FOR LIQUIDATION AND
DISTRIBUTION OF ASSETS FOR**

**BRADNER MEDIA GROUP, INC.
a Florida non-profit corporation**

The following plan for Liquidation and Distribution of Assets for **Bradner Media Group, Inc.**, a Florida profit corporation, (the "Corporation"), was adopted by the Board of Directors of the Corporation on

5/31/05

1. Approval and Adoption of the Plan. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its Shareholders to liquidate the Corporation and the distribution of its assets pursuant to a formal, written plan of liquidation and distribution, under which Bradner Media Group, Inc., shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid. This plan shall become effective on the date on which it is approved and adopted by the written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "effective date."

2. Cessation of Business. After the effective date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.

3. Sale of Assets. After the effective date, the Board of Directors and the Officers of the Corporation shall sell all of the assets of the Corporation. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation and of its Shareholders. The Board of Directors and the Officers of the Corporation may execute any instruments that are necessary to transfer title to the property and assets.

4. Payment of Debts and Liabilities. Prior to making any distribution of corporate assets, the Board of Directors and the Officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.

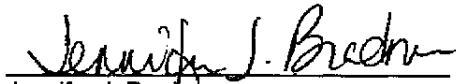
5. Distribution of Assets. After payment of, or provision for payment of all of the known debts and liabilities of the Corporation, the Board of Directors and Officers of the Corporation shall distribute the remaining corporate assets to the Shareholders of the Corporation.

6. Powers of Directors and Officers. The Board of Directors and the Officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of all documents required by law to be filed to complete the dissolution.

Executed this 31st day of May, 2005.




Robert E. Bradner
Director and President



Jennifer J. Bradner
Director and Vice President

ATTEST:



Robert Bradner
Secretary

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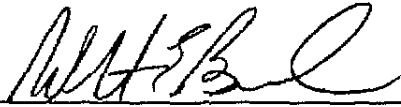
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**UNANIMOUS WRITTEN CONSENT AND RATIFICATION
OF THE ACTIONS AND RESOLUTIONS OF
THE BOARD OF DIRECTORS BY
THE SHAREHOLDERS**

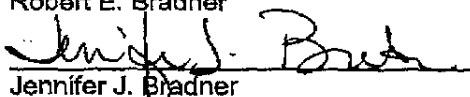
**BRADNER MEDIA GROUP, INC.
a Florida Corporation**

The undersigned, having individually and collectively asserted to being all of the Members of **BRADNER MEDIA GROUP, INC.**, a Florida corporation, and having read the Unanimous Written Consent to Actions In Lieu of Special Meetings of the Board of Trustees, hereby ratify and assent to all action taken therein.

Executed this 31st day of May, 2005.



Robert E. Bradner



Jennifer J. Bradner

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**RESOLUTION FOR DISSOLUTION
BY THE BOARD OF DIRECTORS OF**

**BRADNER MEDIA GROUP, INC.
a Florida profit corporation**

Pursuant to Section 607.1402 of the Florida Statutes, the undersigned, being the Directors of **Bradner Media Group, Inc.**, a Florida profit corporation (the "Corporation"), make the following acknowledgements and take the following actions, effective as of the date provided below:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation and of its Shareholders that the Corporation be dissolved;

RESOLVED; that it be recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the question of dissolving the Corporation be submitted for ratification by the Shareholders;

RESOLVED FURTHER, that if the Shareholders approve of the dissolution of the Corporation, a Notice of Dissolution shall be filed with the Secretary of State as soon as practicable;

RESOLVED FURTHER, that if the Shareholders approve of the dissolution of the Corporation, the President and/or other officers are authorized to take any and all actions necessary to close the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary or incident to the lease, sale, conveyance, or assignment of these assets;

RESOLVED FURTHER, that if the Shareholders approve of the dissolution of the Corporation, the President and/or other officers are authorized to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations.

RESOLVED FURTHER, that the following persons have been duly appointed and currently serve as Officers of the Corporation:

President and Secretart: Robert E. Bradner
Vice President and Treasurer: Jennifer J. Bradner

RESOLVED FURTHER, that the proposed Plan of Liquidation and Distribution of Assets, a copy of which is attached to this resolution, is hereby approved.

Executed this 31st day of May, 2005.


Robert E. Bradner, Director


Jennifer J. Bradner, Director

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**RESOLUTION FOR DISSOLUTION
BY THE SHAREHOLDERS OF****BRADNER MEDIA GROUP, INC.
a Florida non-profit corporation**

Pursuant to Section 607.1402 of the Florida Statutes, and the Articles of Incorporation and Bylaws of **Bradner Media Group, Inc.**, a Florida profit corporation (the "Corporation"), the Shareholders of the Corporation, at a properly noticed and called meeting of the Corporation, hereby unanimously take the following actions and adopt the following resolutions, effective as of the date provided below:

1. We have reviewed the recommendation of the Board of Directors concerning the dissolution of the Corporation and the Plan for Liquidation and Distribution of Assets adopted by the Directors, and hereby consent to the same.
2. We further agree that the Officers of the Corporation are authorized and directed to take all actions necessary to close the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto.
3. We further agree that the Officers of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations.
4. We further agree that the Officers of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Corporation.
5. We further agree that, on completion of all liquidation procedures, the Officers and Directors of the Corporation are authorized and directed to file all documents required by law to complete the closing of the affairs and the dissolution of the Corporation.

Executed this 31st day of May, 2005.


Robert E. Bradner


Jennifer J. Bradner

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