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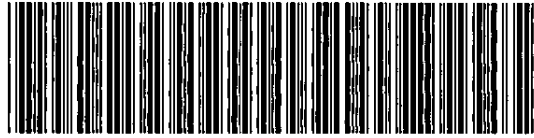
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12-31-07

FILED
07 DEC -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wm. J. [Signature]
12/11/07
DC

MR. & MRS. KENNETH E. SHOTWELL

**733 Lay Bridge Road
Central, SC 29630-8544**

December 3, 2007

**Secretary of State
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314**

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Dissolution on behalf of **OMNI STUDIOS LTD, INC.** Please make the effective date of the dissolution **December 31, 2007.** I have also enclosed a check in the amount of **\$43.75** to cover the costs as follows:

\$35.00 : Filing fees
8.75 : Certified copy charge

Please forward a certified copy of the Articles of Dissolution to the name and address as showing above in the letterhead, and should you have questions or need for further information please feel free to contact me.

Sincerely,



KENNETH E. SHOTWELL

encl.

**ARTICLES OF DISSOLUTION
OF
OMNI STUDIOS LTD, INC.**

Pursuant to Section 607.1403, Florida statutes, the undersigned corporation submits the following Articles of Dissolution:

ARTICLE I

NAME

The name of this corporation is ***OMNI STUDIOS LTD, INC.***

ARTICLE II

OFFICERS AND DIRECTORS

The names and addresses of the current officers and directors of the corporation are:

KENNETH E. SHOTWELL

733 Lay Bridge Road, Central, SC 29630-8544

DANA T. SHOTWELL

733 Lay Bridge Road, Central, SC 29630-8544

ARTICLE III

RESOLUTION OF DEBTS

Adequate provision has been made for the payment of all debts, obligations, and liabilities of the corporation.

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OMNI STUDIOS LTD, INC.

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ARTICLE IV

DISTRIBUTION OF ASSETS

All of the remaining property and assets of the corporation has been distributed among its shareholders of record in accordance with their respective rights and interests therein.

ARTICLE V

JUDGEMENTS

There are no judgements or legal actions of any nature pending against the corporation in any jurisdiction and/or court of law.

ARTICLE VI

ELECTION FOR DISSOLUTION

The corporation has elected to dissolve by act of the corporation. A copy of the corporate resolution for dissolution is attached; such resolution was adopted by the shareholders of record of the corporation on ***December 3, 2007***.

OMNI STUDIOS LTD, INC.

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ARTICLE VII

EFFECTIVE DATE

The effective date of dissolution as authorized by the Board of Directors and accepted by the shareholders of record is **DECEMBER 31, 2007**.

OMNI STUDIOS LTD, INC.

A handwritten signature in cursive script, reading "Kenneth E. Shotwell, Pres", is written over a horizontal line.

by **KENNETH E. SHOTWELL**,
its President

**MINUTES OF A SPECIAL MEETING OF DIRECTORS
OF
OMNI STUDIOS LTD, INC.**

A special meeting of the Board of Directors of the corporation was held at the time, date, and place set forth below.

All of the directors being present, the meeting was called to order by the Chairman. The Chairman advised that all of the shareholders had executed consents, either written or verbal, to various corporation matters. Upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that in the judgement of the Board of Directors of the corporation, it is deemed advisable and for the benefit of the corporation that it should be liquidated and dissolved, and it was further

RESOLVED, that, subject to approval of the shareholders of the corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to sell or otherwise liquidate any and all of the properties and assets of the corporation which, in their judgement should be sold or liquidated to facilitate the liquidation of the corporation, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file a Certificate and/or Articles of dissolution with the Secretary of State, State of FLORIDA, and it was further

RESOLVED, that after providing for all proper debts of the corporation, the remaining assets of the corporation be distributed to the shareholders of record of the corporation, and it was further

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the corporation and the distribution of its assets be commenced as soon as practible, and that such assets be distributed and the dissolution be completed as soon as practible, but in no event later than the termination of a twelve (12) month period commencing with the date of shareholder approval of this plan of complete liquidation, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to pay any and all such fees and taxes, and to do or cause to be done such other acts and things as may be deemed necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions, and it was further

RESOLVED, that a special meeting of shareholders be called to consider the above resolutions, and it was further

RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatory.

It is intended that this liquidation be in accordance with Section 331 of the Internal Revenue Code of 1986, as amended, and accordingly, all assets will be liquidated and final distributions made to the shareholders of record of the corporation within twelve (12) months of this date.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned.

**PLACE : Central, SC
DATE : December 3, 2007
TIME : 6:00 P.M.**

KENNETH E. SHOTWELL

**MINUTES OF A SPECIAL MEETING OF SHAREHOLDERS
OF
OMNI STUDIOS LTD, INC.**

A special meeting of the shareholders of the corporation was held at the time, date, and place set forth below.

A Quorum being present, the meeting was called to order by the Chairman. Upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that the shareholders of the corporation hereby unanimously consent and approve the liquidation of the corporation, all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors duly convened and held on *December 3, 2007*, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file a Certificate and/or Articles of Dissolution with the Secretary of State, State of FLORIDA, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to do or cause to be done any and all such acts and things that are deemed necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the Board of Directors of the corporation, and it was further

RESOLVED, that the signing of these minutes by the Chairman shall constitute full ratification thereof and waiver of notice of the meeting by the signatory.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned.

**PLACE : Central, SC
DATE : December 3, 2007
TIME : 6:30 P.M.**

KENNETH E. SHOTWELL