

P93000002853

NATIONAL BRANDS, INC.

9350 South Dixie Highway, Suite 900, Miami, Florida 33156
Phone: (305) 670-2277 Facsimile: (305) 670-2220

September 15, 2000

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

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RE: Dissolution of Broadcast Holdings, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Dissolution and Shareholders Written Consent to Action of Broadcast Holdings, Inc.

Also enclosed is a check for the Filing Fee, Certified Copies and Certificate of Status. Please dissolve Broadcast Holdings, Inc. and return the Certified Copies and Certificate of Status to my attention at the above address.

If you have any questions regarding this matter please call me at the above number.

Sincerely,



Karen Neuman
Secretary

/kan

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 20 PM 4:40

Dissolution
LFS 9-21-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
BROADCAST HOLDINGS, INC.**

00 SEP 20 PM 4: 39

The undersigned, BROADCAST HOLDINGS, INC., a Florida corporation, desires to dissolve its corporate status pursuant to Section 607.1403 of the Florida Business Corporations Act, and hereby states as follows:

ARTICLE 1 - NAME OF CORPORATION

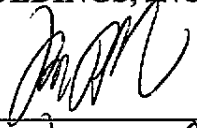
The name of the corporation is BROADCAST HOLDINGS, INC., (hereinafter referred to as the "Corporation").

ARTICLE II - DATE OF AUTHORIZATION

These Articles of Dissolution were adopted by the holders of all of the outstanding shares of common stock of the Corporation, as the sole voting group of the Corporation, by a unanimous written consent executed on December 31, 1999, which constituted a sufficient vote for approval by the shareholders.

IN WITNESS WHEREOF, Broadcast Holdings, Inc., has caused these Articles of Dissolution to be executed on its behalf on this 31st day of December, 1999.

BROADCAST HOLDINGS, INC.



Mark Blank, President



Mark Blank, Secretary

BROADCAST HOLDINGS, INC.

SHAREHOLDERS' WRITTEN CONSENT TO ACTION

Pursuant to Section 607.0704, Florida Statutes, the undersigned, constituting all of the shareholders of Broadcast Holdings, Inc. a Florida corporation (the "Corporation"), hereby authorize, approve and consent to the voluntary dissolution of the Corporation. The undersigned further authorize, approve and consent to the taking by the appropriate officers of the Corporation of all necessary acts to carry out such dissolution in accordance with Section 607.1403 and the other applicable Sections of the Florida Business Corporations Act (1990), and the applicable sections of the Internal Revenue Code of 1986, as amended, including without limitation the distribution of any property or assets of the Corporation to the shareholders of the Corporation, the payment of any and all debts, obligations and liabilities of the Corporation, the execution of the Articles of Dissolution, the filing of the Articles of Dissolution with the Department of State of the State of Florida and the execution and filing of such returns or other instruments as may be required by the Internal Revenue Service, Florida Department of Revenue or Florida Department of State.

RESOLVED FURTHER, that Mark Blank was unanimously elected to the office of Secretary.

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders of the Corporation have executed this Written Consent this 31st day of December, 1999.



Mark Blank



Andrew Blank



Tony Blank