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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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*****35.00 *****35.00

Re: Soccer Magazine, Inc.

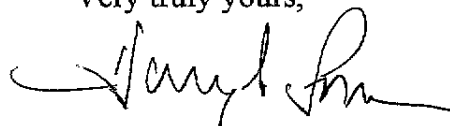
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Dissolution for the above-captioned corporation, together with check in the amount of \$35.00 to cover your filing fees.

Please stamp the copy of the Articles of Dissolution with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re
Enc.

FILED
00 JAN 13 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
00 JAN 13 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
SOCCER MAGAZINE, INC.

DONALD F. WELK, as President and Secretary respectively of SOCCER MAGAZINE, INC..., hereby certifies as follows:

1. That the name of the corporation is SOCCER MAGAZINE, INC.
2. That the Certificate of Incorporation of the corporation was filed in the office of the Secretary of State, Tallahassee, Florida on the 10th day of May, 1993.

3. That the names and respective addresses of the corporation officers are:

NAME AND TITLE

ADDRESS

Donald F. Welk, President

5211 So. Washington Avenue
Titusville, FL 32780

Donald F. Welk, Secretary

5211 So. Washington Avenue
Titusville, FL 32780

4. That the names and respective addresses of the corporation directors are:

NAME

ADDRESS

Donald F. Welk

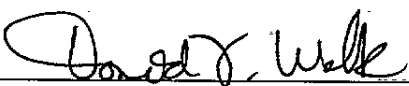
5211 So. Washington Avenue
Titusville, FL 32780

5. That all debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.


6. That all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

7. That there are no actions pending against the corporation in any court.

8. That the corporation elects to dissolve and an executed copy of the Resolution adopted by a unanimous vote of all the shareholders to dissolve is attached. That the Resolution to dissolve was adopted by the shareholders of the corporation on December 15, 1999 with the dissolution to be effective as of December 31, 1999.



Donald F. Welk, President

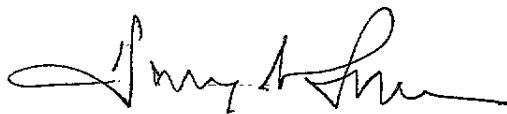


Donald F. Welk, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, personally appeared DONALD F. WELK,, as President and Secretary, respectively, of SOCCER MAGAZINE, INC., and acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of December, 1999.



Notary Public, State of Florida
My Commission Expires:

Soccer-Magazine-dis



Harry A. Jones
MY COMMISSION # CC615693 EXPIRES
April 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF SHAREHOLDER RESOLUTION

I hereby certify that the following resolution was unanimously adopted at a special joint meeting of the shareholders and directors of Soccer Magazine, held on December 15, 1999.

RESOLVED: That the following plan of liquidation of Soccer Magazine, Inc. be and is hereby adopted:


1. The corporation by its duly authorized officers, will distribute pro rata to its shareholders on or before December 31, 1999 all of its assets, subject to any unpaid liabilities. Each shareholder will agree to assume his pro rata share of the said unpaid liabilities and to accept his interest in the real estate subject to a pro rata portion of the mortgage thereon, and will surrender all of his stock for cancellation.

2. As soon as possible after the distribution has been made, counsel for the corporation shall file a petition for dissolution of the corporation under Chapter 607 of the Florida General Corporation Act, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.

3. Within 30 days after the date of this meeting, counsel for the corporation shall file Form 966 with the Director of Internal Revenue, Jacksonville, Florida, together with a certified copy of this resolution.

4. The officers and directors of the corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be found necessary in liquidating and dissolving the corporation in accordance with the expressed intent of the shareholders and directors under the plan adopted at this meeting.

Dated: December 15, 1999.



Donald F. Welk, Secretary