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REINMAN & WATTWOOD, P.A.

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James L. Reinman  
Robert W. Wattwood  
Maureen M. Matheson  
Victor S. Kostro

January 14, 1998

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

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-01/20/98--01162--024  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attention: Filing - Articles of Dissolution

RE: Anderson Communications, Inc.

Dear Sir:

Please find enclosed an original and one copy of the Articles of Dissolution, with attached Exhibit "A" Written Consent approving of same, to be filed in connection with the above corporation. Our check in the amount of \$87.50 is enclosed for filing fee and a certified copy.

Please return a certified copy of the Articles to this office. Should you have any questions regarding this matter, please call me at your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

*Victor S. Kostro*

VICTOR S. KOSTRO

VSK:pip

Enclosures

FILED  
98 JAN 20 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vol. DISS.

*SW*  
*1/23*

**ARTICLES OF DISSOLUTION  
OF  
ANDERSON COMMUNICATIONS, INC.**

**FILED**  
98 JAN 20 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of the Corporation is **ANDERSON COMMUNICATIONS, INC.**, which was duly incorporated on May 13, 1994, by the State of Florida.

**SECOND:** The address of the principal office of the corporation is 1619 S. Wickham Road, Melbourne, Florida 32904.

**THIRD:** The name, title and post office address of each of the officers of the Corporation are as follows:

President:           CLARA M. ANDERSON  
                          1414 Gleneagles Way  
                          Rockledge, FL 32955

Secretary/  
Treasurer:         CLARA M. ANDERSON  
                          1414 Gleneagles Way  
                          Rockledge, FL 32955

**FOURTH:** The name and post office address of each of the directors of the Corporation are as follows:

CLARA M. ANDERSON  
1414 Gleneagles Way  
Rockledge, FL 32955

SHANNON M. ANDERSON  
1414 Gleneagles Way  
Rockledge, FL 32955

DELWYN D. ANDERSON  
1414 Gleneagles Way  
Rockledge, FL 32955

**FIFTH:** The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the stockholders of the corporation.

SIXTH: One hundred percent (100%) of the shares entitled to vote for dissolution approved dissolution by Written Consent of the shareholders dated December 1, 1997, said percentage being sufficient for approval of dissolution. A copy of the written consent is attached hereto as Exhibit "A" and incorporated herein by reference.

The undersigned President and Secretary certify under the penalties of perjury that to the best of knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 1st day of December, 1997.

ANDERSON COMMUNICATIONS, INC.

By: Clara M. Anderson  
President

COMMUNICATIONS  
INC.  
FLORIDA  
Clara M. Anderson  
Secretary  
1994  
ANDERSON  
(SEAL)

EXHIBIT "A"

**WRITTEN CONSENT IN LIEU OF MEETING OF THE SHAREHOLDERS**  
**ANDERSON COMMUNICATIONS, INC.**  
**PURSUANT TO FLORIDA BUSINESS CORPORATION ACT**

THE UNDERSIGNED, being a voting majority of the shareholders of the only class of stock of ANDERSON COMMUNICATIONS, INC., a Florida corporation, hereby take the following actions by Written Consent in Lieu of a Meeting as authorized by Sections 607.0704 and 607.1402, as follows:

**RESOLVED**, that the Shareholders determine that it is advisable and beneficial for the Corporation to be dissolved and that the Shareholders consent to the dissolution and complete liquidation according to law effective September 30, 1997.

**FURTHER RESOLVED**, that in accordance with such plan of dissolution, the officers, directors and the accountant for the Corporation are hereby authorized and directed to take any and all actions necessary to effectuate the dissolution of the Corporation, including, but not limited to, the following:

1. File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
2. Transfer all of the assets of the Corporation, pursuant to Internal Revenue Code Sections 331 and 332, to CLARA M. ANDERSON and SHANNON M. ANDERSON, owner and holder of 100% of ANDERSON COMMUNICATIONS, INC. stock;
3. Distribute all the assets in complete liquidation to the shareholders, subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
4. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the corporate assets; and
5. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand on the 15<sup>th</sup>  
day of December, 1997.

Clara M. Anderson

Majority Shareholder

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12/11/97 vsk/sbs