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March 5, 1998

Secretary of State  
Attn: Dissolution Division  
P. O. Box 6327  
Tallahassee, FL 32314

Re: GAMELBAR PUBLICATIONS, INC.

Dear Sir/Madam:

Please find enclosed a copy of the Written Action in Lieu of a Special Meeting, the original Articles of Dissolution and our check in the amount of 35.00 to cover the dissolution of the above-referenced corporation.

If you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,



David S. Piercefield

DSP:ab  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

1. The name of the corporation is GAMELBAR PUBLICATIONS, INC., a Florida corporation (the "Corporation"), filed effective July 26, 1994.

2. Resolutions authorizing the dissolution of this Corporation were unanimously adopted by the Board of Directors and Shareholders of this Corporation by Written Action pursuant to Sections 607.0821 and 607.1401, Florida Statutes as of the 31st day of December, 1997. A copy of the resolutions to dissolve are attached hereto.

3. The effective date of the dissolution of the Corporation is December 31, 1997.

IN WITNESS WHEREOF, the undersigned officer(s) of GAMELBAR PUBLICATIONS, INC. have set their hands and seals on behalf of the Corporation as of the 31st day of December, 1997.

GAMELBAR PUBLICATIONS, INC.

By: William A. Spafford  
William A. Spafford, President  
and Secretary

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF Seminole

BEFORE ME, the undersigned authority, personally appeared William Spafford, who is personally known to me to be the President and Secretary of GAMELBAR PUBLICATIONS, INC., a Florida corporation, who did take an oath and he acknowledged before me that he executed the above Articles of Dissolution and did freely and voluntarily acknowledge before me according to law that they made the same for the purposes therein mentioned and set forth.

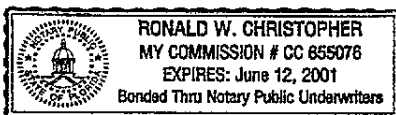
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14 day of February, 1998.

FLDL# 5116921341080

[Signature]  
Notary Public

Print Name

My commission expires:



WRITTEN ACTION  
IN LIEU OF A SPECIAL MEETING  
OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
GAMELBAR PUBLICATIONS, INC.

The undersigned, being all of the members of the Board of Directors and all of the Shareholders of GAMELBAR PUBLICATIONS, INC., a Florida corporation (the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a joint special meeting of the Shareholders and Board of Directors regarding same, pursuant to Sections 607.0821 and 607.1401, Florida Statutes:

RESOLVED, that this Written Action shall be in lieu of a joint special meeting of the Board of Directors of the Corporation and shall be made a part of the Corporation's permanent records.


RESOLVED, that the Corporation be and it hereby is dissolved effective December 31, 1997.

FURTHER RESOLVED, that the officers of this Corporation and each and all of them be and the same hereby are authorized, empowered and directed to execute and deliver any and all documents which such officers, in their sole discretion, shall deem necessary to carry out the dissolution of the Corporation.

Execution of this Certificate by the undersigned, being all of the members of the Board of Directors acting prior to the issuance of any shares of capital stock or the Corporation and prior to the commencement of operations, pursuant to Section 607.0821 and 607.1402 of the Florida Statutes, and the subsequent insertion of this Certificate in the Minutes of the proceedings of the Board of Directors and Shareholders, waives any requirement of a formal meeting to conduct the business referred to herein.

Dated this 31st day of December, 1997.

  
William A. Spafford  
Sole Director & Shareholder

  
Helen S. Spafford  
Shareholder