



P94000064362  
**Florida Directory Publishing Inc.**

3131 13 Ave. North  
St. Petersburg, FL 33713  
Fax: 813-892-2332  
813-892-2331

July 6, 1999

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

100002928071---5  
-07/12/99-01027-013  
\*\*\*105.00 \*\*\*105.00

Dear Sir or Madam:

Enclosed are documents for the dissolution of Florida Directory Publishing, Inc., a for-profit corporation organized in the state of Florida.

Documents include:

- \* Articles of Dissolution (original)
- \* Action By Written Consent of Board of Directors (copy)
- \* Action by Written Consent of Shareholder (copy)

A check in the amount of \$105.00 payable to the Department of State is also enclosed to cover the required \$52.50 filing fee, as well as an additional \$52.50 fee for a certified copy.

Please call me at 727/893-8204 if you have any questions on this matter.

Sincerely,

Andrew P. Corty  
Chairman

Enclosures

FILED  
99 JUL 12 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VOIDS  
DEC  
7/15

**ARTICLES OF DISSOLUTION**

**OF**

**FLORIDA DIRECTORY PUBLISHING, INC.**


**FILED**  
99 JUL 12 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florid Statutes Sections 607.1403, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving Florida Directory Publishing, Inc.

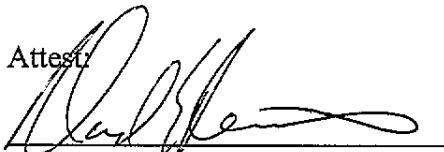
1. Dissolution was authorized by resolution of the Board of Directors on June 23, 1999, and by vote of the shareholders on June 23, 1999.
2. The corporation has performed a diligent search for any creditors and all known and identified claims against the corporation have been satisfied.
3. Of the ten thousand (10,000) shares outstanding and entitled to vote on the matter of dissolution, all shares voted for dissolution. No voting by classes is required as only one class of stock is authorized, and the foregoing vote is sufficient for approval of the dissolution.

Dated, this, 23rd day of June, 1999.

Approved by:

  
Chairman and President  
Andrew P. Corty

Attest:

  
Secretary  
Richard E. Reeves

**ACTION BY WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS**

**OF**

**FLORIDA DIRECTORY PUBLISHING, INC.**

The undersigned, being all of the members of the Board of Directors of FLORIDA DIRECTORY PUBLISHING, INC., a Florida Corporation, (the "corporation"), do hereby take and adopt, pursuant to Section 607.0821 of the Florida Statutes, and Article VIII, Section 8.11(b) of the Bylaws of the corporation, the following actions in writing and without a meeting:

WHEREAS, the Board of Directors believes that it is in the best interests of the corporation to dissolve Florida Directory Publishing, Inc.;

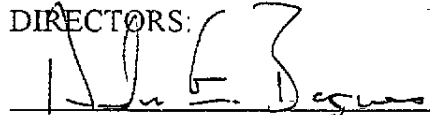
RESOLVED, that the Board of Directors does hereby recommend that the corporation be dissolved pursuant to the Plan of Complete Liquidation attached hereto and incorporated by reference.

FURTHER RESOLVED, that the question of such dissolution and the adoption of said Plan of Complete Liquidation be submitted to a vote of the shareholders.

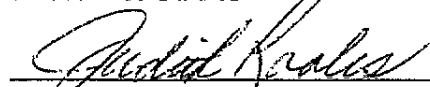
FURTHER RESOLVED, that if the shareholders approve the dissolution and Plan of Liquidation, the President or any Vice-President and the Secretary or any Assistant Secretary be, and they hereby are, authorized to execute articles of dissolution and such other documents as may be necessary or appropriate to complete the dissolution of the corporation pursuant to said plan of liquidation.

The foregoing constitutes a complete record of the actions taken and adopted by all of the members of the Board of Directors of FLORIDA DIRECTORY PUBLISHING, INC. as of the 23rd day of June, 1999.

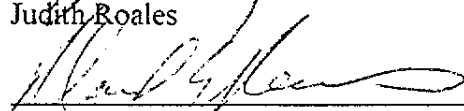
DIRECTORS:



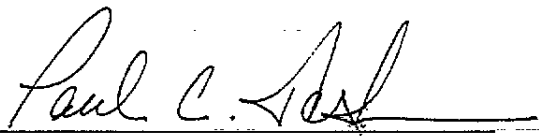
Andrew E. Barnes



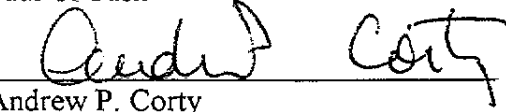
Judith Roales



Richard E. Reeves



Paul C. Tash



Andrew P. Corty

**ACTION BY WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE SHAREHOLDER**

**OF**

**FLORIDA DIRECTORY PUBLISHING, INC.**

The undersigned, being the sole shareholder of FLORIDA DIRECTORY PUBLISHING, INC., a Florida Corporation, (the "corporation"), does hereby take and adopt, pursuant to Section 607.0704 of the Florida Statutes, and Article VI, Section 6.9(b) of the Bylaws of the corporation, the following actions in writing and without a meeting:

WHEREAS, the sole shareholder believes that it is in the best interests of the corporation to dissolve Florida Directory Publishing, Inc.;

RESOLVED, that, as recommended in a resolution adopted by the Board of Directors on June 23, 1999, the Plan of Complete Liquidation presented to the Board of Directors be, and the same is, hereby approved and adopted, and the corporation shall be dissolved pursuant to said plan.

The above stated resolution was then voted upon affirmatively and unanimously adopted by all shares of the voting stock.

The foregoing constitutes a complete record of the actions taken and adopted by the sole shareholder of FLORIDA DIRECTORY PUBLISHING, INC. as of the 23rd day of June, 1999.

SHAREHOLDER:

TIMES PUBLISHING COMPANY,  
a Florida corporation

By: 

Andrew E. Barnes, by proxy