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MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

December 22, 1997

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002380169--0
-12/23/97-01036--003
*****35.00 *****35.00

Re: Reef Dwellers Video Productions, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of fully executed Articles of Dissolution on the above-referenced corporation along with our check in the amount of \$35.00 made payable to the Secretary of State, State of Florida in order to cover filing fees.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,



T. William Glocker

TWG/rrb
Enclosures

FILED
97 DEC 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/97

VS JAN 6 1998


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**ARTICLES OF DISSOLUTION
OF
REEF DWELLERS VIDEO PRODUCTIONS, INC.**

FILED
97 DEC 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Reef Dwellers Video Productions, Inc. **EFFECTIVE DATE** 12/31/97
2. The dissolution of the Corporation was authorized on Dec 12, 1997.
3. By written consent, pursuant to Sections 607.1402(6) and 607.0704, Florida Statutes (1995), all of the shareholders authorized the dissolution of the corporation.
4. Voting by voting groups was not required to approve the dissolution of the Corporation. The number of votes cast for dissolution represented all of the issued and outstanding shares, so the number cast for dissolution was sufficient for approval.
5. These Articles of Dissolution shall become effective as of December 31, 1997.

IN WITNESS WHEREOF, the undersigned, Thomas A. Mixon and Donna M. Mixon, have set their hands hereto this 12 day of DECEMBER, 1997.


Thomas A. Mixon / President
Shareholder


Donna M. Mixon
Shareholder