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Examiner's Initials

CR2E031(1/95)

JANE W. MOSCOWITZ, P.A.

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33131

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SECRETARY OF STATE TALLAHASSEE (365) 378 (9) 60 FAX (305) 379-2215

JANE W. MOSCOWITZ AMANDA BERN GOTTLIEB

October 19, 1998

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

Re: Dissolution of Corporations

To Whom It May Concern:

In connection with a federal lawsuit, Federal Trade Commission v. Comtel Communications Global Network, Inc., Case No.: 96-3134-CIV-HIGHSMITH, on November 5, 1996, Senior District Court Judge C. Clyde Atkins entered an Ex Parte Temporary Restraining Order against Comtel Communications Global Network, Inc. ("Comtel") and its principals, Marc Zimmerman, Eric Zimmerman, Victoria Zimmerman, and Philip Berger. The Court found that there was good cause to believe that the defendants had engaged in acts and practices in violation of Section 5(a) of the FTC Act, 15 U.S. C. § 45(a) and the Franchise Rule, 16 C.F.R. Part 436, stemming from the defendants' sales of pay telephones to consumers throughout the nation. Assets of the defendants were frozen by the Order.

The Court appointed this firm to be Receiver of Comtel and its affiliated companies. Over the course of the Receivership it was determined that Comtel Communications Global Network North, Inc.; Zimco Trading Co.; Zimco Communications, Inc.; Zimco Investments & Development, Inc.; K.C. Communications, Inc.; and Erotavision, Inc., companies affiliated with Comtel, would be part of the Receivership. As part of the same case, this firm was subsequently appointed Receiver of International Toy Distributors, Inc., another affiliated company which was started up in Comtel's old business location by several of the same individual defendants during the pendency of the Receivership.

11-9-43 Diss Each of these companies, including Comtel, has been shut down and has ceased to do business for more than a year. Some of them are currently administratively dissolved. I am enclosing dissolution forms for each of the corporations listed herein as well as a \$35.00 check to cover the dissolution fee.

Please contact me with any questions or comments.

Very truly yours,

Jane W. Moscowitz

Enclosure 1231\deptstate.li

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

| FIRST: | The name of the corporation is: 21mco Trading Corp. |
|------------------|---|
| SECOND: | The date dissolution was authorized: October 19, 1998 |
| THIRD: | Adoption of Dissolution (CHECK ONE) |
| Disse was | olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval. |
| Disse | olution was approved by vote of the shareholders through voting groups. |
| ет | the following statement must be separately provided for each voting group & |
| 1 ne | number of votes cast for dissolution was sufficient for approval by グラ ローロー・ローロー・ローロー・ローロー・ローロー・ローロー・ローロー・ローロ |
| | (voting group) |
| Signe | d this 19th day of OCTOBER, 19 98 |
| Signature _ (| (By the Chairman or Vice Chairman of the Board, President, or other officer) |
| | Jane W. Moscowitz (Typed or printed name) |
| | Receiver for Zinco Trading Corp. (Title) (see attached letter) |