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STATE
TALLAH

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 636-8290

City

State

Zip

Phone

000001449510

-04/06/95--01055--002

****122.50 ****122.50

CORPORATION(S) NAME

Interpalm, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of H.A.

☐ Fictitious Name

☒ Certified Copy

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NANCY HENDRICKS APR - 6 1995

CH2E031 (1-89)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
INTERPALM, INC.

95 APR 11 1968
FILED
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: **INTERPALM, INC.**

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: **905 North Kings Highway, Cherry Hill, NJ 08034**

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: **One Thousand Shares (1,000) Common Stock, at a par value of \$1.00 per share.**

FOURTH: IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS: **N/A**

FIFTH: IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS: **N/A**

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: **N/A**

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: **N/A**

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: **C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: C T CORPORATION SYSTEM.**

NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS **TWO** AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

<u>Name</u>	<u>Address</u>
Thomas R. Glenn	905 North Kings Highway Cherry Hill, NJ 08034
Debra J. Hilpl	905 North Kings Highway Cherry Hill, NJ 08034

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Name	Address
M. Eve Thomas	12th Floor Packard Bldg. 15th & Chestnut Sts. Philadelphia, PA 19102

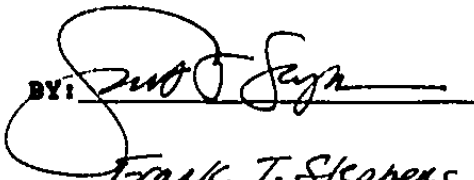
**THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF
INCORPORATION THIS FIFTH DAY OF APRIL, 1995.**


M. Eve Thomas
Sole Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN
SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS
FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR
IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED: April 5, 1995

BY: 
Frank T. Stephens
(NAME)

Asst Vice President
(TITLE)

P95000027369

INTERSTATE

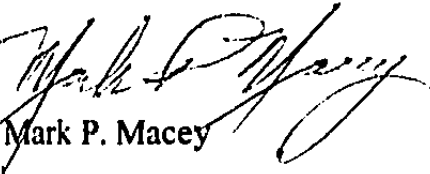
OUTDOOR ADVERTISING INC.

Florida, Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Enclosed please find the articles of dissolution for Interpalm, Inc. EIN: 22-3367747. Also enclosed is a check for \$96.25. Please forward certified copy of the corporate dissolution (\$52.50) and a certificate of status (\$8.75). The remaining \$35.00 is a filing fee for the article of dissolution.

Please call me if you have any questions.

Very truly yours,


Mark P. Macey

MPM:gf

Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 PM 1:17

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JUL 2 1996

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: INTERCAL, Inc.

SECOND: The date dissolution was authorized: MAY 1, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

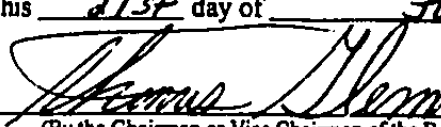
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 21st day of JUNE, 19 96

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

THOMAS GLEN

(Typed or printed name)

PRESIDENT

(Title)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 PM 1:17

**WAIVER OF NOTICE OF JOINT SPECIAL
MEETING OF STOCKHOLDERS AND DIRECTORS OF
INTERPALM, INC.**

We, the undersigned, being all of the stockholders and all of the directors of Interpalm, Inc. do hereby waive all notice of a joint special meeting of the stockholders and directors of said corporation, and do hereby agree and consent that the 1st day of May, 1996 at 9 o'clock in the morning, be and the same is hereby fixed as the time, at the office of the corporation's attorney, 905 North Kings Highway, Cherry Hill, New Jersey, as the place for holding the same; and that the purpose of said meeting be the adoption of a plan for the complete liquidation of the corporation, and for a distribution of all the assets of the corporation in complete liquidation less such assets to be retained as are required to meet corporate claims, and for the transaction of such other business as may lawfully come before said meeting.

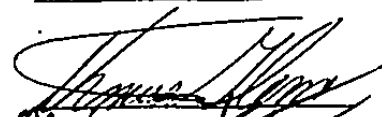

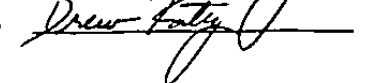
Dated: 5/1/96

STOCKHOLDERS

T.G.

M.K.

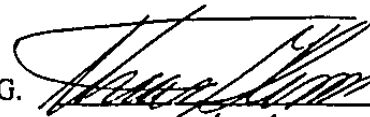
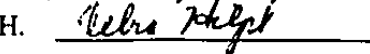
D.K.

DIRECTORS

T.G.

D.H.

CERTIFIED COPY OF RESOLUTION

INTERPALM, INC.

I hereby certify that the following Resolution was unanimously adopted at a Special Joint Meeting of the Stockholders and Directors held on the 1st day of May 1996.

RESOLVED, that the following plan of liquidation, pursuant to Section 331 of the Internal Revenue Code of 1954, be and the same is hereby adopted:

I. Within thirty (30) days after the date of this meeting, President of the Corporation shall file Form 966 with the Director, Internal Revenue Service Center, attaching thereto a certified copy of this Resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.

II. That the Corporation, by its duly authorized officer proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholder, as an incident to the plan of complete liquidation adopted by the stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1954.

III. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporate under the provision of the Florida Corporation Law, and that the officer of the Corporation is hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the officer and stockholder be and are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officer and stockholders and directors, said officer and stockholder being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954.

DATED: _____

5/1/96

Debra Hilpl, Secretary
Debra Hilpl, Secretary

**MINUTES OF A JOINT SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS OF
INTERPALM, INC.**

A joint special meeting of stockholders and directors of Interpalm, Inc. was held at the office of the corporation's attorney, 905 N. Kings Highway, Cherry Hill, NJ on the 1st day of May, 1996 at 9 o'clock in the morning.

The following being all of the stockholders and directors were present:

STOCKHOLDERS

Thomas Glenn
Melissa Katz
Drew Katz

DIRECTORS

Thomas Glenn
Debra Hilpl

Thomas Glenn, the President of the Corporation, acted as Chairman and Secretary of the meeting.

A written waiver of notice of this meeting, signed by all of the stockholders and directors, was then presented and read by the secretary and was ordered appended to these Minutes.

The chairman then announced that the purpose of this meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. Accountant for the Corporation was asked for his opinion of the tax results to the Corporation, and the stockholders caused by the complete liquidation and distribution of the corporate assets. The stockholders expressed their desire to liquidate and distribute the assets of the Corporation to the stockholders.

After hearing the Accountant's explanation of the Tax Laws under the 1954 Internal Revenue Code, especially Section 331 thereof, and under the Florida Corporation Tax Laws; and after a full discussion by the stockholders and directors of the Corporation; after a full report by the President of the Corporation as to the fair market value of the assets and the general financial condition, the following Resolution was unanimously adopted:

RESOLVED, that the following plan of liquidation, pursuant to Section 331 of the Internal Revenue Code of 1954, be and the same is hereby adopted:

I. Within thirty (30) days after the date of this meeting, the Corporation shall file Form 966 with the Director, Internal Revenue Service Center, attaching thereto a certified copy of this Resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.

II. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders as an incident to the plan of complete liquidation adopted by the stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1954.

III. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the corporation pursuant to the requirements of the Florida Corporation Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the officers and directors by and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954.

There being no further business before the Meeting, the Meeting adjourned.

Dated: May 1, 1996

STOCKHOLDERS

T.G.

Thomas Glenn

M.K.

Melissa Kay

D.K.

Drew Kay

DIRECTORS

T.G.

Thomas Glenn

D.H.

Debra Hays