P95000049176

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Via FedEx

March 21, 2005

State of Florida Division of Corporations Corporate Filing 409 E. Gaines Street Tallahassee, FL 32399

Re: Second Avenue Playhouse, Inc.

Dear Sir:

Enclosed please find the following:

- a) Minutes of the Special Meeting of Directors and Shareholders;
- b) Waiver of Notice of the Special Meeting;
- c) Articles of Dissolution;
- d) Check in the amount of \$43.75;
- e) Stamped, addressed envelope.

Upon filing this document, please return all correspondence to me in the envelope provided. Please also provide a Certificate of Status regarding this corporation.

Thank you for your prompt attention to this matter.

very truly yours

GERALD R PUMPHREY

GRP:jp Encs. cc: Client

cc: Client Second.53

ARTICLES OF DISSOLUTION OF SECOND AVENUE PLAYHOUSE, INC.

DS HAR 22 AM 8:

We, the undersigned, hereby petition the Secretary of State to dissolve the corporation known as Second Avenue Playhouser Inc., which were originally filed June 23, 1995, pursuant to Chapter 607, of the laws of the State of Florida:

NAME

The name of the corporation as currently filed with the Secretary of State is Second Avenue Playhouse, Inc.

SECOND

The document number of the corporation is P95000049176.

THIRD

The date dissolution was authorized by the corporation is February 7, 2005.

APPROVAL

The dissolution of the corporation was approved by all of the shareholders of the corporation. The corporation only has one classification of shareholders; and, in fact, there is only one shareholder for the corporation who has indicated his approval by signing these Articles of Dissolution.

The number of votes cast for dissolution was sufficient for approval by all the shareholders of the corporation.

TIME FRAME

This dissolution of the corporation shall be effective on the date the Articles of Dissolution are received and filed with the Secretary of State of the State of Florida.

The foregoing Articles of Dissolution was adopted by the directors and shareholders of the corporation on February 7, 2005, for the purpose of dissolving the corporation known as Second Avenue Playhouse, Inc.

Norman F. Hickmore as President and Sole Shareholder

Attested To and Acknowledged By:

Norman F. Hickmore as Secretary

State of Florida County of Dade

The foregoing instrument was acknowledged before me, this day of Mancy, 2005, by Norman F. Hickmore, who is personally known to me, or has produced (type of i.d.) as identification.

Witness my hand and official seal in the County and State last aforesaid this 3 day of Mance , 2005.

Notary Public
My Commission Expires:

Printed Name of Notary

(Seal)

DENISE COCUZZA

NOTARY PUBLIC-STATE OF FLORIDA

COMMISSION #DD153381

MY COMMISSION EXPIRES SEP. 25, 2006