

P95000056371

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1200

201 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FL 32802-3068

TELEPHONE (407) 843-8880

FAX (407) 244-5690

WRITER'S DIRECT DIAL

E-MAIL ADDRESS

MICHAEL E. WRIGHT  
WILLIAM A. GRIMM  
KENT L. HIPP  
DONALD H. GIBSON  
ALISON M. YURKO  
THEODORE L. SHINKLE  
JOHN M. BRENNAN  
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER  
BRUCE M. HARRIS  
R. DEAN CANNON, JR.  
FRANK A. HAMNER  
RICHARD A. RODGERS  
KELLY M. FITZGERALD  
KELLY BREWTON PLANTE  
J. SCOTT SIMS  
CATHERINE M. PECK  
LORI T. MILVAIN  
MATTHEW S. SMITH  
CHRISTINE A. NOWORYTA  
W. CHRISTOPHER BROWDER  
MARTHA H. MCINTOSH  
LISA A. SPECHT  
GREGORY W. MEIER  
GREGORY W. GLASS

OF COUNSEL

MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
LILA INGATE McHENRY  
MICHAEL J. CANAN

J. CHARLES GRAY  
GORDON H. HARRIS  
RICHARD M. ROBINSON  
PHILLIP R. FINCH  
PAMELA O. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUD  
BYRD F. MARSHALL, JR.  
J. MASON WILLIAMS, III  
LEO P. ROCK, JR.  
G. ROBERTSON DILG  
CHARLES W. SELL  
JACK A. KIRSCHENBAUM  
RICHARD E. BURKE  
GUY S. HAGGARD  
FREDERICK W. LEONHARDT  
BORRON J. OWEN, JR.  
MICHAEL K. WILSON  
JEFFREY D. KEINER  
PAUL S. QUINN, JR.  
DAVID L. SCHICK  
JACK K. McMULLEN  
SUSAN T. SPRADLEY  
MICHAEL E. NEUKAMM  
DONALD A. NOHRR  
PHILIP F. NOHRR  
WILLIAM G. BOLTIN, III  
R. LEE BENNETT  
TRACY A. MARSHALL  
JOHN A. KIRST, JR.  
WILBUR E. BREWTON  
KENNETH J. PLANTE

November 3, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

700002681087--2  
-11/05/98--01046--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: PINNACLE VIDEO PRODUCTIONS, INC.  
Articles of Dissolution  
Corp. Doc. #P95000056371

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Dissolution for the above referenced entity. Also enclosed is a check in the total amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the Certificate of Status.

Please return the certified copy to the undersigned.

Sincerely,

*Barbara S. Buchanan*  
Barbara S. Buchanan,  
Paralegal

FILED  
98 NOV -5 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

bsb  
enclosures

Diss.  
11-9-98  
CC

**ARTICLES OF DISSOLUTION  
OF  
PINNACLE VIDEO PRODUCTIONS, INC.  
A Florida Corporation**

FILED  
98 NOV -5 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is PINNACLE VIDEO PRODUCTIONS, INC.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on August 31, 1998.

ARTICLE III. SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV. JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and shareholders is attached hereto.

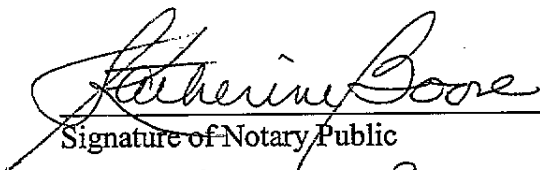
PINNACLE VIDEO PRODUCTIONS, INC.

By: \_\_\_\_\_

Lee J. Gray, President

STATE OF ~~FLORIDA~~ NORTH CAROLINA  
COUNTY OF ~~ORANGE~~ Watauga

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 1998,  
by Lee J. Gray, as President of PINNACLE VIDEO PRODUCTIONS, INC., a Florida  
corporation.

  
\_\_\_\_\_  
Signature of Notary Public

Katherine Boore  
\_\_\_\_\_  
(Print Notary Name)

My Commission Expires: 11-10-2002

Commission No.: \_\_\_\_\_

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced  
\_\_\_\_\_

AFFIX NOTARY STAMP

**JOINT WRITTEN ACTION  
OF THE SHAREHOLDERS  
AND BOARD OF DIRECTORS OF  
PINNACLE VIDEO PRODUCTIONS, INC.**

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of PINNACLE VIDEO PRODUCTIONS, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the directors of the Corporation have recommended dissolution to the shareholders of the Corporation;

WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the directors and president of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

## **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

1. Pinnacle Video Productions, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding five hundred (500) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on September 1, 1998, the effective date of the complete liquidation and dissolution of the Corporation.

2. The directors and president of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The directors and president of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

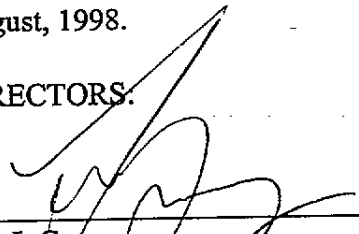
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

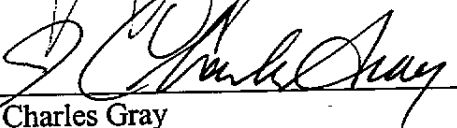
5. The directors and president of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The directors and president of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

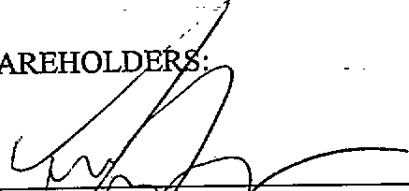
The undersigned hereby approve and adopt the foregoing written action this 31<sup>st</sup> day of August, 1998.

DIRECTORS:

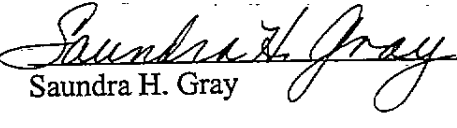
  
\_\_\_\_\_  
Lee J. Gray

  
\_\_\_\_\_  
J. Charles Gray

SHAREHOLDERS:

  
\_\_\_\_\_  
Lee J. Gray

  
\_\_\_\_\_  
J. Charles Gray

  
\_\_\_\_\_  
Sandra H. Gray