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PRACTICING EXCLUSIVELY IN:
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November 25, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-12/01/97--01127--007
*****35.00 *****35.00

RE: RSM ADVERTISING, INC.
OUR FILE NO: 20029.001

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Dissolution of RSM Advertising, Inc. and their check number: 9476, in the amount of \$35.00 for the filing fee. Kindly return a date stamped copy of the Articles to this office in the enclosed, postage, prepaid envelope.

Should you have any further questions, please feel free to contact this office.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.

Kimberly Vasiento
Kimberly Vasiento, CLA
Certified Legal Assistant to
Stuart R. Morris

KV\bm
Enc.

*OK Diss of Inactive corp
12-1-97
DPF
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APPROVED
AND
FILED
97 DEC -1 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDITIONAL OFFICES:

FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321

AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 420, AVENTURA, FLORIDA 33180

ARTICLES OF DISSOLUTION

OF

RSM ADVERTISING, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is RSM ADVERTISING, Inc. (the "Corporation")

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's shareholders on November 1, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by a majority of the Corporation's shareholders, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on November 1, 1997.

RSM ADVERTISING, INC.



MEL MOHR, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED