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4433 Mammoth Avenue Sherman Oaks, California 91423 (818) 501-7275 FAX (818) 501-2721

October 31, 1997

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

Re: Dissolution of KidVid, Inc.

Secretary of State Document #P96000025159

Dear Sirs:

Enclosed are the Articles of Dissolution for KidVid, Inc. to be effective as of October 31, 1997. Enclosed is a check for \$43.75 to cover the cost of the \$35 filing fee and \$8.75 for you to issue, subsequent to the dissolution, a certificate of status that shows the corporation as being dissolved.

The address of the corporation in Florida is 1801 Collins Avenue, #442, Miami Beach, Florida, 33139-7414 and the Florida phone number is (305) 673-9388. If there are any questions or you require additional information, please contact my office at the address and phone number shown on this letterhead. Please send the certificate of status to my office.

Thank you very much for your prompt attention to this matter.

Sincerely,

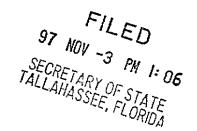
Mark C. Jacobs, C.P.A.

for KidVid, Inc.

cc: A. Rosenberg, President

600002336666--3 -11/03/97--01142--004 \*\*\*\*\*43.75 \*\*\*\*\*43.75

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## ARTICLES OF DISSOLUTION

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

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

SECOND: The date dissolution was authorized was September 30, 1997

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

Signed this 31st day of October, 1997

Aleks Rosenberg, President