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June 15, 1998

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

Re: Coin Star Communications, Inc.

300002564343--5
-06/18/98--01061--015
*****87.50 *****87.50

Gentlemen:

Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Dissolution of Corporation
2. Check made payable to the Florida Secretary of State in the amount of Eighty-Seven Dollars and Fifty Cents (\$87.50) for the following:

A.	Filing Fee	\$ 35.00
B.	Certified copy of Articles	52.50

Total	\$ 87.50
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Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Jeffrey S. Schelling

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.
6-23-98
CC

ARTICLES OF DISSOLUTION

and

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS OF COIN STAR COMMUNICATIONS, INC.

An Special meeting of the Board of Directors and Shareholders of the Corporation was held on June first, 1998 at 3:00 p.m. at the law offices of Schelling & Cotter, P.A., 999 9th Street South, Suite 103, Naples, Florida 34102.

At least fifty-one percent of the Directors and Shareholders being present, and a quorum being established, the meeting was called to order by the Chairman. The Chairman advised that the meeting was called to appoint Directors, approve and adopt a Plan of Dissolution and Liquidation. A copy of the Plan of Dissolution and Liquidation was presented to those present and upon motion duly made, seconded and unanimously carried, it was:

DIRECTED that, John Calabro, having received notice did attend meeting in person.

FURTHER, John Calabro was appointed Chairman.

RESOLVED, that the Plan of Dissolution and Liquidation presented to the meeting is hereby approved and adopted by the Board of Directors, that a copy of the Plan of Dissolution and Liquidation shall be appended to these minutes, and it is further

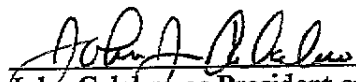
RESOLVED, that the Plan of Dissolution and Liquidation presented to the meeting be, and the same is hereby approved and adopted by the Shareholders, and the corporation shall be dissolved pursuant to said plan. The Plan of Dissolution and Liquidation was then voted upon. The chairman thereupon announced that a majority of all of the outstanding shares of the corporation voted for such resolution and that, therefore, such resolution was duly adopted by the shareholders.

RESOLVED, that the signing of the minutes by the Directors shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

RESOLVED, that as of this date there are NO known debts of outstanding obligations of Coin Star Communications, Inc., and therefore no notices to outstanding creditors will be sent.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Approved this the first day of June, 1998.


John Calabro as President and
Director and Shareholder

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