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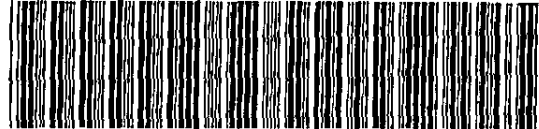
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DC

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Charles P. Sacher
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Charles S. Sacher

December 20, 2004

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OF COUNSEL
Martin E. Segal, P.A.

Certified Mail Return Receipt Requested

Article #: 7004 2510 0002 7687 8212

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: R & M Videos, Inc.
Our File No. 3726

Dear Sir/Madam:

On behalf of the above-referenced corporation, I enclose herewith the following:

1. Original Articles of Dissolution; and
2. Check in the amount of \$35.00 in payment of the filing fee.

Please have the Articles of Dissolution filed among the corporate records of the State of Florida and provide us with confirmation that the corporation has been dissolved.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


GREGORY T. MARTINI

GTM:nc
Enclosures
cc: Mr. Ray Sumon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

The undersigned, as President of R & M Videos, Inc., a Florida corporation organized under the Laws of the State of Florida, does hereby, for the purpose of complying with the provisions of §607.267, Florida Statutes, in relation to the voluntary dissolutions of corporations, make and attest these Articles and incorporate therein the resolutions of the sole Director and Stockholder of R & M Videos, Inc. for dissolution, and certify as follows:

1. The name of the corporation is R & M Videos, Inc.
2. The names, titles and post office addresses of the officers of the Corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Vice President	Mike Sumon	9978 W. Oakland Park Blvd. Sunrise, Fl 33351

3. The name and post office address of its Director is as follows:

<u>Name</u>	<u>Address</u>
Ray Sumon	6323 NW 26 Terrace Boca Raton, Fl 33496

4. That all debts, obligations, and liabilities of the Corporation have been paid, or that adequate provision has been made therefor.

5. That the remaining assets of the Corporation have been distributed to Ray Sumon, the sole Stockholder of the Corporation.

6. That there are no actions pending against the Corporation.

7. That the Corporation elected to dissolve by written Consent of its Director and sole Stockholder, dated December 21, 2004 through the following resolutions:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of §607.1403, Florida Statutes, and §331 of the Internal Revenue Code of 1986, as amended from time to time; and

BE IT FURTHER RESOLVED, that the Corporation shall cease to carry on its business, to mail the proposed liquidation to all creditors of the Corporation and to pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the Director, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary of State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the Director of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to distribute all assets of the Corporation to the Stockholder thereof, in complete liquidation of the Corporation, and to execute such Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

BE IT FURTHER RESOLVED, that the Director of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation.

IN WITNESS WHEREOF, the Director has executed these Articles of Dissolution, this

30 day of December, 2004.

R & M Videos, Inc., a Florida Corporation

(CORPORATE SEAL)

RAY SUMON Director

FL DL #

5556-720-58-1486

ISS. 11-10-02

exp. 4-28-04

BEFORE ME, the undersigned authority, personally appeared RAY SUMON, who, under oath, deposes and says that he is the sole Director of R & M Videos, Inc., and that he executed the foregoing Articles of Dissolution for the purposes therein expressed as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at

Bank of America, Broward County, Florida, this 30 day of December, 2004.
Palm Beach

[Signature]
Notary Public

My Commission Expires:

