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CARPENTER LAW OFFICE  
ATTORNEY AND COUNSELOR AT LAW

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Telephone (423) 688-2888  
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December 22, 1998

Department of State  
Corporations Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Just Ballyhoo, LLC

Dear Madam or Sir:

500002732805--8  
-01/07/98--01001--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

We submit herewith the enclosed Articles of Dissolution of Just Ballyhoo, Inc. and the attached Affidavit of Corporate Name Release (as directed by your office), for filing together with a check for \$43.75 to cover the filing fee (for the Articles of Dissolution and Affidavit, and a Certified Copy). Please process this paperwork first to dissolve the corporate entity and release the name for use by the new purchasing entity.

In addition, we submit the Articles of Organization for the above-referenced new entity to form a Florida Limited Liability Company, for filing together with a check in the amount of \$337.50 to cover the required filing fee (for the Articles and Affidavit, Designation of Registered Agent, and a Certified Copy). Please return the date-stamped Certified Articles to the address above.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call us at (423) 688-2888.

Very truly yours,

Stephen L. Carpenter

Enclosures

RECEIVED  
98 DEC 31 8:27  
99 JAN 5 11:18:27  
DIVISION OF CORPORATIONS

DISS.

1/7/98

SP

**ARTICLES OF DISSOLUTION  
OF  
JUST BALLYHOO, INC.**

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

- FIRST:        The name of the corporation is:                    Just Ballyhoo, Inc.
- SECOND:      The date dissolution was authorized:            December 1, 1998
- THIRD:        Dissolution was approved by the shareholders. The number of votes cast  
for dissolution was sufficient for approval.

Signed this 1st day of December, 1998.

  
Richard G. VanMunster, President