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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:

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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.

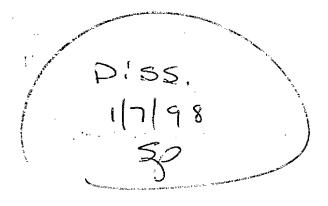
In addition, we submit the Articles of Organization for the above-referenced new entity to form a Florida Limited Liability Company, for filing together with a check in the amount of \$337.50 to cover the required filing fee (for the Articles and Affidavit, Designation of Registered Agent, and a Certified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

Enclosures

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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