

**PA6000070912**

**CAPITAL CONNECTION, INC.**  
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE: PCS Internet Services,  
Inc.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

- |  | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| Capital Express™   |           |           |
| Art. of Inc. File  |           |           |
| Corp. Record Search  |           |           |
| Ltd. Partnership File                                      |           |           |
| Foreign Corp. File   |           |           |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s)      |           |           |
| Art. of Amend. File  |           |           |
| <input checked="" type="checkbox"/> Dissolution/Withdrawal |           |           |
| C U S-   |           |           |
| Fictitious Name File                                       |           |           |
| Name Reservation   |           |           |
| Annual Report/Reinstatement                                |           |           |
| Reg. Agent Service   |           |           |
| Document Filing  |           |           |
| Corporate Kit  |           |           |
| Vehicle Search   |           |           |
| Driving Record   |           |           |
| Document Retrieval   |           |           |
| UCC 1 or 3 File  |           |           |
| UCC 11 Search  |           |           |
| UCC 11 Retrieval   |           |           |
| File No.'s, _____ Copies                                   |           |           |
| Courier Service  |           |           |
| Shipping/Handling  |           |           |
| Phone ( ) _____  |           |           |
| Top Priority   |           |           |
| Express Mail Prep.   |           |           |
| FAX ( ) _____ pgs.   |           |           |

**300002144553--8**  
-04/16797--01016--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

97 APR 16 PM 2 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SUBTOTALS		
FEE.....		
DISBURSED.....		
SURCHARGE.....		
TAX on corporate supplies.....		
SUBTOTAL.....		
PREPAID.....	\$	
BALANCE DUE.....	\$	
	\$	

RECEIVED  
97 APR 16 AM 8 41  
DIVISION OF CORPORATE SERVICES  
TALLAHASSEE, FLORIDA

4/17/97  
1024  
1024  
1024  
1024  
1024  
1024  
1024  
1024  
V.P. Verleger

\*00789, 00547, 00672

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-16-97		
TIME	830		
BY	DN		CK No. _____

WALK-IN  
Will Pick Up \_\_\_\_\_

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 16, 1997

Capital Connection, Inc.  
P.O. Box 10349  
Tallahassee, FL 32302

SUBJECT: PCS INTERNET SERVICES, INC.  
Ref. Number: P96000070912

We have received your document for PCS INTERNET SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 497A00019246

REC-105  
97 APR 17 1997  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Corrected*

97 APR 16 PM 2:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
(F.S. §607.1403)

1. The name of the corporation is PCS INTERNET SERVICES, INC.
2. The Articles of Incorporation were filed on August 26, 1996.
3. Dissolution was authorized by written consent of all shareholders on March 27, 1997.
4. The number of votes cast by shareholders for dissolution was sufficient for approval.

DATED this 9 day of April, 1997.

  
\_\_\_\_\_  
MARK BAENTINE, PRESIDENT


STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, personally appeared MARK BAENTINE who acknowledged that he is the incorporator named in the Articles of Incorporation and that he acknowledges before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10<sup>th</sup> day of April, 1997.

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

 SANDRA LANGE  
COMMISSION # CC 553550  
EXPIRES MAY 09, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

WRITTEN CONSENT OF THE SHAREHOLDERS  
IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDERS  
PCS INTERNET SERVICES, INC.

Pursuant to Section 607.0704 of the Florida General Corporation Act, the undersigned, being all the Shareholders of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Shareholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. file Form 966 within 30 days after the date hereof with the District Director of Internal Revenue Service, together with a copy of this Consent,
2. transfer all of the assets of the corporation to the shareholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. file a Articles of Dissolution with the Secretary of State in Tallahassee, Florida,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: March 27, 1997

  
\_\_\_\_\_  
MARK BAENTINE, as Shareholder and  
Director

  
\_\_\_\_\_  
DAVID DRAGON, as Shareholder and  
Director