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Account Number : 072100000223
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DISSOLUTION
TLC CHARTER, INC.

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From: Account Name : SALLEY, FEINBERG & HAMES, P.A.
Account Number : 072100000223
Phone : (407) 426-2360
Fax Number : (407) 426-2361

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 1999

TLC CHARTER, INC.
390 N. ORANGE AVENUE
SUITE 2500
ORLANDO, FL 32801

SUBJECT: TLC CHARTER, INC.
REF: P97000005932

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Karen Gibson
Corporate Specialist

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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
TLC CHARTER, INC.**

Pursuant to the provisions of Sections 607 1401 of Florida Statutes, the undersigned, being the sole director of the corporation, hereby adopts the following Articles of Dissolution

ARTICLE I

NAME OF CORPORATION

The name of the corporation is **TLC CHARTER, INC.**, (hereinafter referred to as the "Corporation").

ARTICLE II

DATE OF INCORPORATION

The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on January 21, 1997, with an effective date of January 17, 1997 and assigned document number P97000005932.

DATE OF DISSOLUTION

The Articles of Dissolution for the Corporation were authorized on March 9, 1999.

ARTICLE III

STATUS

The Corporation is no longer doing business, and no debts of the Corporation remain unpaid.

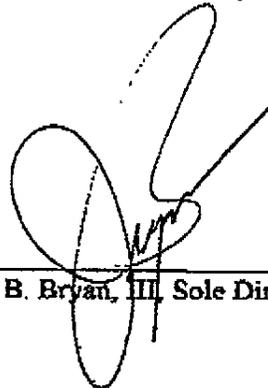
Laurence C. Hames, Esq.
P. O. Box 3829
Orlando, Florida 32802-3829
Florida Bar No. 237914
Tel. 407/426-2360

ARTICLE IV

DIRECTORS

The undersigned, being the sole director of the Corporation has authority to take the action herein stated pursuant to Section 607.1401, Florida Statutes, and authorizes that the Corporation be dissolved.

Dated this 4th day of March, 1999.



James B. Bryan, III, Sole Director

JOINT WRITTEN ACTION OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS
OF TLC CHARTER, INC.
IN LIEU OF ANNUAL MEETING

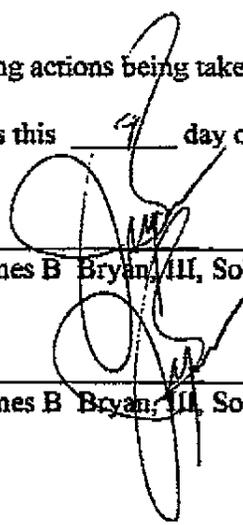
The undersigned, being all the shareholders and directors of TLC CHARTER, INC., a Florida corporation, hereby adopt the following resolution and take the following written actions in lieu of holding an annual meeting regarding same:

RESOLVED, that this corporation be dissolved and that the plan of dissolution set forth below be adopted.

FURTHER RESOLVED, that the directors and shareholders acknowledge that an annual report is not being filed with the State for the above corporation, with the intent and acknowledgment that the State will administratively dissolve the corporation

FURTHER RESOLVED, that the directors and shareholders have no intent to reactivate this corporation after its administrative dissolution.

The undersigned hereby consents to the foregoing actions being taken without a meeting and approves such actions and the foregoing resolutions this 9 day of March, 1999.


James B Bryan, III, Sole Shareholder

James B Bryan, III, Sole Director