

Law Offices
of

Hamden H. Baskin, III, P.A.

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P97000016941

December 11, 1998

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

RE: Filing of Articles of Dissolution
Global Photography, Inc.

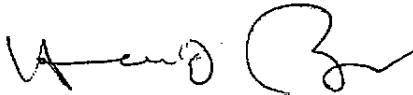
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*****43.75 *****43.75

Dear Corporate Division:

I enclose herewith Articles of Dissolution for Global Photography, Inc., a Florida corporation (together with a copy of the corporate resolution attached) and ask that they be immediately processed for filing. We have enclosed our firm's check in the amount of \$43.75, representing the filing fee for the Articles of Dissolution, as well as an additional fee for return of a certified copy of same.

If there is anything else necessary to process the Dissolution, please advise and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III

HHBIII/gvl

Enclosures: as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION OF
GLOBAL PHOTOGRAPHY, INC., A Florida corporation**

These Articles of Dissolution are made this 1st day of December, 1998, by DELANO E. BELLEW, Sole Shareholder and Sole Director of GLOBAL PHOTOGRAPHY, INC, a Florida corporation, pursuant to Written Action of Board of Directors and Shareholders previously made authorizing the execution of these Articles, viz:

1. Name of the Corporation: GLOBAL PHOTOGRAPHY, INC., a Florida corporation.
2. The Date the Dissolution was authorized: December 1, 1998.
3. Statement regarding approval: These Articles were approved by DELANO E. BELLEW, Sole Shareholder and Sole Director, whose address is: c/o Hamden H. Baskin, III, Esq., 516 N. Ft. Harrison Avenue, Clearwater, FL 33755.
4. That DELANO E. BELLEW, as Sole Shareholder and Sole Director, cast 100% of the outstanding shares for dissolution and, therefore, cast sufficient shares for approval to effectuate the dissolution of this Company.
5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.
6. All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
7. There are no actions pending against the corporation in any court.
8. It is the intention of the Shareholder, DELANO E. BELLEW, that this corporation is dissolved upon the effective date of its Articles.

ATTEST:

Delano E. Bellew
DELANO E. BELLEW, Secretary

Delano E. Bellew
DELANO E. BELLEW, Sole Shareholder and
Sole Director

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10th day of December, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

by, DELANO E. BELLEW, who is personally known to me and who did not take an oath.

Glenda J. VanderLoop
Notary Public

My Commission Expires:



Glenda J. VanderLoop
MY COMMISSION # CC696149 EXPIRES
November 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

COPY

**WRITTEN ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
GLOBAL PHOTOGRAPHY, INC., a Florida corporation**

This Written Action of Board of Directors and Shareholders is made as of the first day of December, 1998, in lieu of meeting pursuant to the Florida Corporate Code and further, pursuant to section 607.1402, DELANO E. BELLEW, being the sole shareholder and director of the Company, recommends and consents to dissolution of the Company and takes this action to dissolve the corporation. DELANO E. BELLEW, as shareholder consents to the dissolution, waives all notice and consents to the immediate execution and delivery of the Articles of Dissolution, in the form attached hereto.

IT IS THEREFORE RESOLVED, that DELANO E. BELLEW, as sole director, shall execute Articles of Dissolution, calling for the dissolution of a date effective December 1, 1998, all in accordance with Florida Statute Chapter 607.1403 and file any and all necessary papers to effectuate this dissolution.

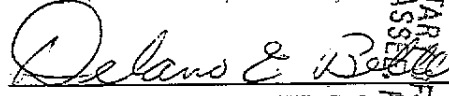
IT IS SO RESOLVED.

This Written Action is made this 10th day of December, 1998, in Clearwater.

ATTEST:



HAMDEN H. BASKIN, III, ESQ.
Attorney for the Company



DELANO E. BELLEW, Sole Director and
Sole Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA