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10/15/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6897

FROM: GOLDENBERG & GOLDENBERG  
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NAME: MULTIMEDIA CREATIVE MANAGEMENT CORP.  
AUDIT NUMBER.....H98000019232  
DOC TYPE.....DISSOLUTION  
CERT. OF STATUS...0  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT\*\* ENTER 'M' FOR MENU. \*\*  
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DIVISION OF CORPORATIONSFILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDAVOID DIS  
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FAX AUDIT NUMBER:H980000 19232

ARTICLES OF DISSOLUTION

1. The name of the Corporation is MULTIMEDIA CREATIVE MANAGEMENT CORP.

2. The names and respective addresses of its officers are:

CAROL NEAL, President and Secretary  
7860 GLADES ROAD  
BOCA RATON, FLORIDA 33434

3. The names and respective addresses of its directors are:

CAROL NEAL  
7860 GLADES ROAD  
BOCA RATON, FLORIDA 33434

4. All debts, obligations and liabilities of the Corporation have been paid, discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any court for which no provisions have been made.

A copy of the Resolution to Dissolve is attached. That Resolution was adopted by the shareholders of the Corporation on the 23rd day of September, 1998.

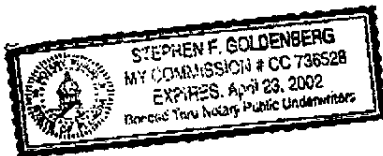
  
CAROL NEAL, President and Secretary

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33394  
(954) 523-2626  
F.B.N. 151293  
FAX AUDIT NUMBER:H98000019232

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH ) SS.:

Before me personally appeared CAROL NEAL, as President and Secretary of MULTIMEDIA CREATIVE MANAGEMENT CORP. who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification and who did/did not take an oath and she acknowledged to and before me that she executed such instrument as such President and Secretary, of said corporation, and that said instrument is the free act and deed of said corporation.



  
Signature of Notary Public

\_\_\_\_\_  
Typed/Printed Name of Notary Public

Notary Public State of Florida  
My Commission Expires:

FAX AUDIT NUMBER:H980000 19232

MULTIMEDIA CREATIVE MANAGEMENT CORP.  
7860 GLADES ROAD  
BOCA RATON, FLORIDA 33434

**ACTION BY BOARD OF DIRECTORS AND SHAREHOLDERS WITHOUT A MEETING**

On the 23rd day of September, 1998, all Directors and all Shareholders of MULTIMEDIA CREATIVE MANAGEMENT CORP. adopted the following Resolutions, without a meeting:

RESOLVED, that in the judgment of the Board of Directors and Shareholders of this Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved according to state law as the initial purposes of this Corporation have been fulfilled.

RESOLVED, that effective as of this date, a plan of liquidation be and it is hereby formulated to affect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be and they hereby are; authorized to distribute any and all properties of the Corporation to the shareholder of the Corporation pursuant to Section 337 of the Internal Revenue Code of 1954.

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to pay all such fees and taxes due, or cause to be done such other acts and things as they may deem necessary and proper in order to carry out the liquidation and dissolution of the Corporation, and to fully effectuate the purposes of the foregoing Resolutions.

RESOLVED, that after providing for the all proper debts of the Corporation, the remaining assets of the Corporation be distributed to all the Shareholders of the Corporation;

  
CAROL NEAL, Director

PLATINUM AND GOLD RECORDING  
AND PUBLISHING COMPANY, Shareholder

By:   
CAROL NEAL, President

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33394  
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