

8/26/98

P97000060606

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THREE MONKEYS DIGITAL, INC.

AUDIT NUMBER.....H98000015995

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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8/31

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
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8/26



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1998

THREE MONKEYS DIGITAL, INC.
530 LINCOLN RD
MIAMI BEACH, FL 33139

SUBJECT: THREE MONKEYS DIGITAL, INC.
REF: P97000060606

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the date the dissolution was authorized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000015995
Letter Number: 598A00044337

H98000015995

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
THREE MONKEYS DIGITAL, INC.

The undersigned hereby file Articles of Dissolution.

ARTICLE I
NAME

The corporate name is:

THREE MONKEYS DIGITAL, INC.

ARTICLE II
OFFICERS/DIRECTORS NAMES AND ADDRESSES

The names and addresses of all officers and directors are as follows:

1. JD Freedman, President and Director, 1000 N.W. North River Drive, No. 117, Miami, Florida, 33136.
2. Clyde Scott, Director, 530 Lincoln Road, No. 110, Miami Beach, Florida, 33139.
3. Vern Hill, Director, 530 Lincoln Road, No. 110, Miami Beach, Florida, 33139.
4. Jhered Strangefellow, Director, 530 Lincoln Road, No. 110, Miami Beach, Florida, 33139.

ARTICLE III
MEETING

Pursuant to Florida Statute 607.264 a meeting of the shareholders was had on the Board of Directors Resolution recommending voluntary dissolution of the corporation and said resolution was passed by the shareholders unanimously. Shareholders directed the officers/directors of the corporation to file articles of dissolution with the Department of State pursuant to Florida Statute 607.267.

Douglas D. Stratton, Esq. FBNO. 240966
407 Lincoln Rd. 2A (305) 672-7772
Miami Bch., FL 33139

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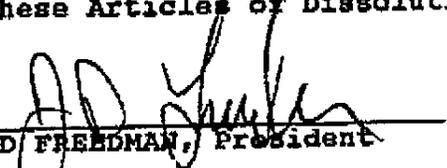
**ARTICLE IV
LIABILITIES/ASSETS**

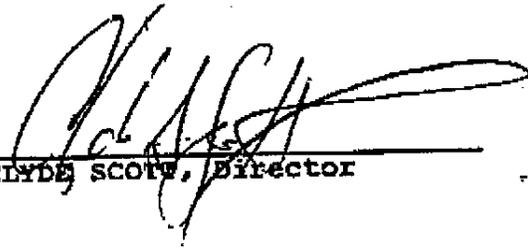
All liabilities and obligations of the corporation have either been paid, discharged or provision has been made to pay the same upon receipt of funds due and owing the corporation. There are no remaining property and assets of the corporation to be distributed to the shareholders.

**ARTICLE V
ACTIONS PENDING**

Adequate provision has been made for all actions pending known to corporation. The dissolution of said corporation was authorized on 8/26/98.

WHEREFORE the undersigned officer and director hereby files these Articles of Dissolution.

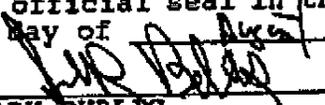

JD FREEDMAN, President


CLYDE SCOTT, Director

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared JD FREEDMAN, as President of Three Monkeys Digital, Inc., a Florida corporation, who produced Florida Orders License for identification ~~or who is personally known to me~~ and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 24 day of August, 1998.


NOTARY PUBLIC
State of Florida at Large
Print Name: L. R. BELLER

My commission Expires:



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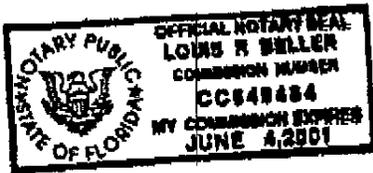
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared CLYDE SCOTT, as Director of THREE MONKEYS DIGITAL, INC., a Florida corporation, who produced Florida Drivers License for identification ~~or who is personally known to me~~ and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 14 day of July, 1998.

[Signature]
NOTARY PUBLIC
State of Florida at Large
Print Name: L. R. BELLER

My commission Expires:



THIS INSTRUMENT WAS PREPARED BY:
DOUGLAS D. STRATTON, ESQ.
407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139
(305) 672-7772

1198000015995