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OF COUNSEL TO:
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October 30, 1998

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-11/04/98--01005--001
*****35.00 *****35.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Dissolution of Midwest Communication Resources, Inc.
Our File No. 22120 \ 08405

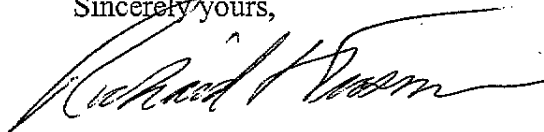
Gentlemen:

Enclosed are the original and one copy of the Articles of Dissolution of the above-mentioned corporation, together with our firm's check in the amount of \$35.

Please send a stamped copy of the Articles of Dissolution to the undersigned.

Thank you.

Sincerely yours,



Richard F. Trismen

glc
Encs.

FILED
98 NOV -4 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10/31/98

TLL

NOV - 6 1998

**ARTICLES OF DISSOLUTION PURSUANT TO §607.1402 OF THE
FLORIDA GENERAL BUSINESS CORPORATION ACT
OF MIDWEST COMMUNICATION RESOURCES, INC.**

FILED
98 NOV -4 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Midwest Communication Resources, Inc.
2. The names and respective addresses of the officers of the corporation

are as follows:

Christopher G. Cogan
696 North Maitland Avenue
Maitland, Florida 32751

Chairman of the Board/Vice-
President/Treasurer/Director

Mark L. Evans
696 North Maitland Avenue
Maitland, Florida 32751

Chief Administration Officer/
President/Director

Noelle Dinsé
696 North Maitland Avenue
Maitland, Florida 32751

Secretary/Assistant Treasurer/
Director

3. The names and respective addresses of the directors of the corporation

are as follows:

Christopher G. Cogan
696 North Maitland Avenue
Maitland, Florida 32751

Mark L. Evans
696 North Maitland Avenue
Maitland, Florida 32751

Noelle Dinsé
696 North Maitland Avenue
Maitland, Florida 32751

4. All liabilities and obligations of the corporation have been paid or discharged.

5. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

6. There are no actions pending against the corporation in any court.


7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized. A copy of such written consent is attached to these Articles.

8. The number of votes cast for dissolution was sufficient for approval.

DATED August 25, 1998.

MIDWEST COMMUNICATION RESOURCES, INC.

By:

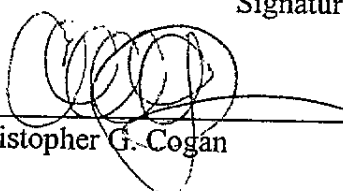


Christopher G. Cogan,
Chairman of the Board

**UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS TO VOLUNTARY DISSOLUTION OF
MIDWEST COMMUNICATION RESOURCES, INC.,
A FLORIDA CORPORATION**

I, the undersigned, being the sole shareholder of **Midwest Communication Resources, Inc.**, a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned stockholder has signed his name and dated the signing opposite the number of shares of the corporation held by him of record on such date.

Signature	Date	No. of Shares
 _____ Christopher G. Cogan	<u>8-25-98</u>	1,000