

P97000067599

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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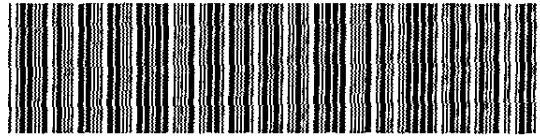
(Business Entity Name)

(Document Number)

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FILED  
04 APR 16 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dissolution

T BROWN APR 23 2004

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DISSOLUTION OF FLORIDA CORPORATION

**DOCUMENT NUMBER:** P97000067599

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JON M. LOFLIN

(Name of Person)

NEOMEDIA INC.

(Name of Firm/Company)

801 8TH WAY

(Address)

WEST PALM BEACH, FL 33407

(City/State/and Zip Code)

For further information concerning this matter, please call:

JON M. LOFLIN

(Name of Person)

at ( 561 )

309-4963  
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Department of State: NEOMEDIA, INC.

SECOND: The document number of the corporation (if known): P97000067599

THIRD: The date dissolution was authorized: 12/22/03

Effective date of dissolution if applicable: 12/31/03  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature: Jon M. Loplin

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

JON M. LOPLIN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

FILED  
04 APR 16 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEOmedia, Inc.  
807 Eighth Way  
West Palm Beach, FL 33407

FEIN: 65-0809679  
FL Doc #P97000067599

We, the undersigned, begin all of the shareholders named in the Articles of Incorporation of Neomedia, Inc., a Florida Sub-Chapter S Corporation, do hereby waive all notice of the meeting of shareholders of the said corporation and do hereby agree and consent that the 22<sup>nd</sup> day of December, 2003 at 6 pm be and the same hereby fixed as the time, at the address indicated above as the place, for holding the same; and that all such business may be transacted as may lawfully come before said meeting.

**WHEREAS** said corporation has failed to meet its financial objectives and has failed to implement a viable business market strategy to achieve market share goals, and

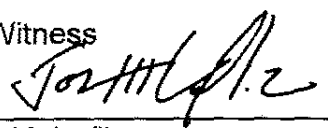
**WHEREAS** shareholders have continued to contribute capital to bolster net worth and to support capital expenditures and operations, and

**WHEREAS** there appears to be little likelihood for success of this business venture;

**NOW THEREFORE** Upon motion duly made, seconded and unanimously carried, it was

**RESOLVED** that the said corporation shall be voluntary dissolved effective on December 31, 2003 and that he President is directed and empowered to all things necessary to file "Articles of Dissolution" with the Florida Secretary of State pursuant to Section 607.1403, Florida Statutes and to file a Final Federal Tax Return and do all other things necessary and appropriate to cease all operations of the corporation.

In Witness

  
\_\_\_\_\_  
Jon M. Loflin  
President and Chairman  
Sole Shareholder

12/22/03  
Dated