

P97000068805

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TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

February 17, 2006

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

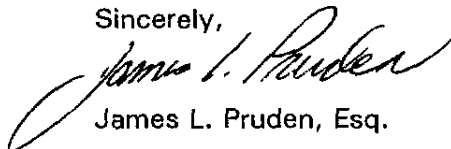
From: James L. Pruden, PA  
980 North Federal Highway, Suite 404  
Boca Raton, FL. 33432  
Phone 561 417-4644

SUBJECT: *Atlas Communications Holding, Inc.*  
*P97000068805*

Enclosed please find the following:

1. The original and one copy of Articles of Dissolution
2. A check in the amount of \$43.75 for the filing fee and certified copy of certificate of status.
3. Evidence of 2006 Annual Report Filing

Sincerely,



James L. Pruden, Esq.

**Articles of Dissolution  
Of  
*Atlas Communications Holding, Inc.*  
Document Number P97000068805**

Pursuant to Fla. Stat. §607.1402, this Florida profit corporation submits the following articles of dissolution:

**Article 1**

**Corporate Name**

The name of this corporation is: *Atlas Communications Holding, Inc.*

**Article 2**

**Incorporation Date**

The filing date of the articles of incorporation was: August 7, 1997 with an effective date of August 1, 1997.

**Article 3**

**Adoption of Dissolution**

Pursuant to Fla. Stat. §607.1402, §607.0704 and a majority vote of the corporation's shareholders which is sufficient for approval, the plan of dissolution was authorized on February 14, 2006.

**Article 4**

**Debts**

Pursuant to Fla. Stat. §607.1406 (10), the corporation or successor entity shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional, or unmatured claims known to the corporation or such successor entity and all claims which are known to the dissolved corporation or such successor entity but for which the identity of the claimant is unknown. Such claims shall be paid in full, and any such provision for payment made shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor.

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STATE OF FLORIDA  
TALLAHASSEE

**Article 5**

**Shareholder Distributions**

Pursuant to Fla. Stat. §607.1406 (10), remaining funds, if any, shall be distributed to the shareholders of the dissolved corporation after the corporation or successor entity has paid or make reasonable provision to pay in full all claims and obligations, including all contingent, conditional, or unmatured claims known to the corporation or such successor entity and all claims which are known to the dissolved corporation or such successor entity but for which the identity of the claimant is unknown.

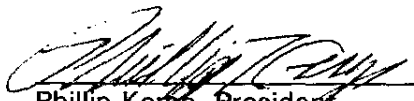
**Article 6**

**Effective Date**

The effective date of these articles of dissolution shall be February 15, 2006 or the filing date of these Articles of Dissolution, which ever is later.

The undersigned, being the President of the corporation, has executed the foregoing Articles of Dissolution on this 15<sup>th</sup> day of February, 2006.

ATLAS COMMUNICATIONS HOLDING, INC.

  
Phillip Kemp, President