

GIBBS & RUNYAN, P.A.

Attorneys At Law

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St. Petersburg, Florida 33701

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P97000080524

December 3, 1997

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

ATTN: Mrs. Jo Mynard, Supervisor
Charter Section

RE: Hot Flixxx, Inc.

Dear Mrs. Mynard:

Enclosed is the original and one copy of the executed Articles of Dissolution for the above-referenced corporation. Please endorse your approval of the dissolution on the copy provided and return same.

Your attention is directed to Article II of the Articles of Incorporation which provides for December 1, 1997 as the dissolution date for this corporation. Please make sure your records indicate the correct dissolution date.

A check in the amount of \$35.00 is enclosed to cover the Registered Agent fee and the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

GIBBS & RUNYAN, P.A.

Sandra L. Hill

Sandra L. Hill
Legal Assistant

:SLH
Enc.

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1997

GIBBS & RUNYAN, P.A.
% SANDRA HILL
100 SECOND AVE. SOUTH, SUITE 704-S
ST. PETERSBURG, FL 33701

SUBJECT: HOT FLIXXX, INC.
Ref. Number: P97000080524

We have received your document for HOT FLIXXX, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the date the dissolution was authorized.

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 197A00058935

ARTICLES OF DISSOLUTION

OF

HOT FLIXXX, INC.

1. The name of the corporation is HOT FLIXXX, INC.
2. The names and addresses of its officers are as follows:

President: Dean Tyler
310 Coffee Pot Riviera, N.E.
St. Petersburg, FL 33704

Secretary: Gary Wheeler
7810 - 10th Avenue South
St. Petersburg, FL 33607

Treasurer: Gary Wheeler
7810 - 10th Avenue South
St. Petersburg, FL 33607

3. The names and addresses of its directors are as follows:

Dean Tyler
310 Coffee Pot Riviera, N.E.
St. Petersburg, FL 33704

Gary Wheeler
7810 - 10th Avenue South
St. Petersburg, FL 33607

4. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefor.

5. No property remained for distribution to stockholders after applying it to the payment of liabilities and obligations of the corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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

7. A copy of the resolution of the stockholders to dissolve this corporation is attached. Said resolution was adopted by the stockholders of this corporation on the 1st day of December, 1997.

Dean Tyler
President

Gary Wheeler
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Dean Tyler, who is the President of Hot Flixxx, Inc. and who acknowledged before me that he executed the foregoing Articles of Dissolution.

Done this 1st day of December, 1997.

Sandra L. Hill
Notary Public

My commission expires:



SANDRA L. HILL
COMMISSION # CC 476186
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Gary Wheeler, who is the Secretary of Hot Flixxx, Inc. and who acknowledged before me that he executed the foregoing Articles of Dissolution.

Done this 1st day of December, 1997.

Sandra L. Hill
Notary Public

My commission expires:



SANDRA L. HILL
COMMISSION # CC 476186
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF THE
SHAREHOLDERS OF HOT FLIXXX, INC.**

The undersigned, being the Shareholders of Hot Flixxx, Inc., a Florida Corporation (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation and the Florida General Corporation Act, hereby consents to and adopts the following preambles, resolutions and actions:

WHEREAS, the Board of Directors of the Corporation have recommended that the Corporation be dissolved, and

WHEREAS, the Shareholders of the Corporation desire to authorize said dissolution in accordance with §607.1402 of the Florida Statutes.

BE IT RESOLVED, that this Corporation be liquidated in accordance with §336 of the Internal Revenue Code of 1986, as amended, and §§607.1402 and 607.1403 of the Florida Statutes; and

BE IT FURTHER RESOLVED, that the Board of Directors of the Corporation be, and the same hereby are directed and authorized to distribute the assets of the Corporation; and

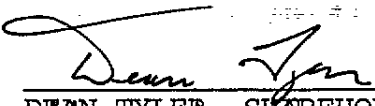
BE IT FURTHER RESOLVED, that the Officers of the Corporation be and hereby are directed and authorized to pay all outstanding obligations and liabilities of the Corporation or to make provision for their payment to the extent possible; and

BE IT FURTHER RESOLVED, that the Directors of the Corporation be and they hereby are directed, upon their determination that the liabilities of the Corporation are paid or provided for to the extent possible, -to cause the Officers of the Corporation to file Articles of Dissolution with the Secretary of State of Florida; and

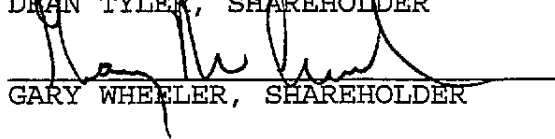
BE IT FURTHER RESOLVED, that the Officers and Directors of the Corporation be and the same hereby are authorized and directed to execute such instruments and perform such acts as are necessary to effect these resolutions; and

BE IT FURTHER RESOLVED, that the foregoing resolutions,
constitute the entire plan of liquidation of the
corporation.

Dated this 1st day of ^{December}~~November~~, 1997.



DEAN TYLER, SHAREHOLDER



GARY WHEELER, SHAREHOLDER