

**GIBBS & RUNYAN, P.A.**

Attorneys At Law

100 Second Avenue South, Suite 704-S  
St. Petersburg, Florida 33701

Telephone (813) 892-6001  
Facsimile (813) 892-6002

P97000088762

December 1, 1997

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

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC 31 PM 1:31

APPROVED  
AND  
FILED

ATTN: Mrs. Jo Mynard, Supervisor  
Charter Section

RE: Planet X Adult Supercenter, Inc.

000002364440--4  
-12/05/97--01089--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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.

6P80K  
P97000088762  
FL Diss  
12-31-97



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: PLANET X ADULT SUPERCENTER, INC.  
Ref. Number: P97000088762

We have received your document for PLANET X ADULT SUPERCENTER, 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.

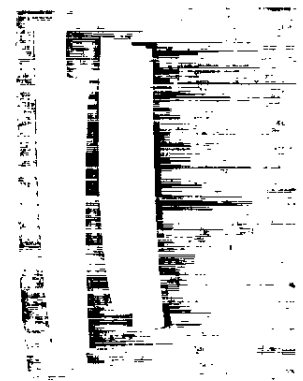
The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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: 397A00058934



ARTICLES OF DISSOLUTION  
OF  
PLANET X ADULT SUPERCENTER, INC.

1. The name of the corporation is PLANET X ADULT SUPERCENTER,  
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: Dean Tyler  
310 Coffee Pot Riviera, N.E.  
St. Petersburg, FL 33704

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

3. The name and address of its director is as follows:

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

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.

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 1<sup>st</sup> day of ~~November~~ December, 1997.

Dean Tyler  
President  
Dean Tyler  
Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared Dean Tyler, who is the President and Secretary of Planet X Adult Supercenter, Inc. and who acknowledged before me that he executed the foregoing Articles of Dissolution.

Done this 1<sup>st</sup> day of December, 1997.

 **SANDRA L. HILL**  
COMMISSION # CC 476186  
EXPIRES JUN 25, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC. Sandra L. Hill  
Notary Public

My commission expires:

**WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF THE SOLE  
SHAREHOLDER OF PLANET X ADULT SUPERCENTER, INC.**

The undersigned, being the sole Shareholder of Planet X Adult Supercenter, 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 sole Shareholder of the Corporation desires 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

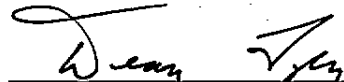
BE IT FURTHER RESOLVED, that the Officers of the Corporation be and hereby are directed and authorized to pay all outstanding obligations and liabilities of the Corporation or to make provision for their payment to the extent possible; and

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 1<sup>st</sup> day of <sup>December</sup>~~November~~, 1997.

  
\_\_\_\_\_  
DEAN TYLER, SHAREHOLDER