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June 7, 1999

DEBIT MEMO ANNUAL REPORT DISSOLUTION NOTICE

ANNUAL REPORT: MEDIACELL CORP.

DEBIT MEMO: 92898-X

CHECK# 2057



June 9, 1999

MEDIACELL CORP. 127 S.E. 1ST ST. MIAMI, FL 33131

SUBJECT: MEDIACELL CORP.

Debit Memo #: 92898-X

Document #: P98000073606

Due to your failure to respond to our letter advising you of your returned check and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

Should you have any questions, please feel free to contact this office at (850) 487-6057.

Sincerely, Pat Bailey Accountant I



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for MEDIACELL CORP., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of June 9, 1999 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P98000073606.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Ninth day of June, 1999



CR2EO22 (1-99)

Katherine Harris Batherine Harris Secretary of State