

P98000081048



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. 072100000032

REFERENCE 329379 4303940

AUTHORIZATION

Patricia Pizito

COST LIMIT : \$ 35.00

FILED  
99 AUG -4 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 3, 1999

ORDER TIME : 4:17 PM

ORDER NO. : 329379-015

700002949827--9

CUSTOMER NO: 4303940

CUSTOMER: Kathleen Wheeler, Legal Asst  
Holland & Knight  
Suite 2050  
400 North Ashley Drive  
Tampa, FL 33602

DOMESTIC FILINGS

NAME: D P MEDIA OF INDIANAPOLIS  
INC.

G. COULLETTE AUG 04 1999

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
99 AUG -4 AM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION  
OF  
D P MEDIA OF INDIANAPOLIS, INC.**

The undersigned officer of D P Media of Indianapolis, Inc. ("Corporation"), desiring to dissolve the Corporation, hereby submits the following in accordance with Section 607.1403, Florida Statutes:

**ARTICLE I**

The name of the Corporation is D P Media of Indianapolis, Inc.

**ARTICLE II**

The dissolution of the Corporation was authorized on July 30, 1999.

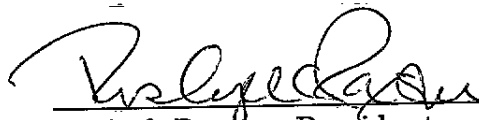
**ARTICLE III**

The dissolution of the Corporation was approved by a majority of all of the Shareholders, and therefore the number of votes cast for dissolution was sufficient for approval.

**ARTICLE IV**

These Articles of Dissolution shall be effective upon filing with the Secretary of State.

The undersigned, for the purpose of dissolving D P Media of Indianapolis, Inc. under the laws of the State of Florida, has executed these Articles of Dissolution this 30 day of July, 1999.

  
\_\_\_\_\_  
Roslyck Paxson, President

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE SOLE SHAREHOLDER OF  
D P MEDIA OF INDIANAPOLIS, INC.

The undersigned, constituting the sole shareholder of D P Media of Indianapolis, Inc. (the "Company"), acting pursuant to Section 607.0704 and 607.1402(6) of the Florida Statutes, waiving all requirements of notice, hereby adopts the following resolutions:

WHEREAS, the best interests of the Company and its shareholder would be served by dissolving the Company; it is

RESOLVED that the Company shall be dissolved as soon as possible; and it is

FURTHER RESOLVED, that the officers are specifically empowered and directed to take all actions necessary to dissolve and liquidate the Company, including, but not limited to the following actions:

- (a) Execute and file the Articles of Dissolution of the Company with the Florida Department of State;
- (b) Collect the Company's assets;
- (c) Make provisions for the discharge of all the Company's liabilities;
- (d) Distribute the Company's remaining property to its shareholder, in exchange for the surrender and cancellation of its shares of the Company's stock;
- (e) Take all other actions necessary to wind up and completely liquidate the Company's business and affairs.

IN WITNESS WHEREOF, the undersigned shareholder of D P Media of Indianapolis, Inc. has executed this consent this 30 day of July, 1999.

D P MEDIA, INC.



By: Devon W. Paxson  
Its: Secretary