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FILED
99 JUN -1 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 26, 1999

Secretary of State
Bureau of Corporate Records
Attn: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

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-06/01/99--01115--008
*****87.50 *****43.75

Re: Dissolution of Insync Communications, Inc. and
Formation of Insync Communications, L.L.C.

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Dissolution of the above Corporation, effective June 1, 1999. A check is also enclosed in the total amount of \$87.50 to cover the \$35.00 filing fee and the \$52.50 fee for the certified copy of the Articles of Dissolution.

Please endorse your approval of the Articles of Dissolution on the duplicate copy, and return a certified copy to me.

Also, enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

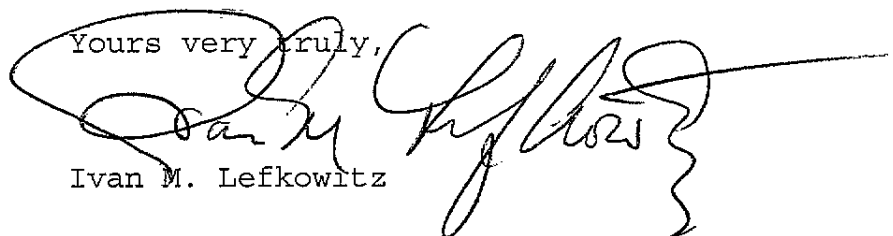
Dissolution
6/1/99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
May 26, 1999
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Thank you for your assistance:

Yours very truly,

A handwritten signature in dark ink, appearing to read "Ivan M. Lefkowitz", with a large, sweeping flourish extending to the right.

Ivan M. Lefkowitz

IML:glg
Enclosure
cc: Dennis N. McClellan

ARTICLES OF DISSOLUTION
OF INSYNC COMMUNICATIONS, INC.

FILED

99 JUN -1 PM 3: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

- FIRST: The name of the corporation is INSYNC COMMUNICATIONS, INC. (hereinafter referred to as the "Corporation").
- SECOND: The corporation's articles of incorporation were filed on December 30, 1998.
- THIRD: The corporation has not commenced business and none of the corporation's shares of stock have been issued.
- FOURTH: The corporation does not have any unpaid debt.
- FIFTH: The sole director of the corporation authorized the dissolution of the corporation on March 23, 1999.
- SIXTH: The Corporation shall be dissolved effective June 1, 1999.

Dated this 19 day of May, 1999.

INSYNK COMMUNICATIONS, INC.

By: 
DENNIS N. McCLELLAN, sole Director