PACIFIC MUSIC DISTRIBUTORS INC

*****35.00 *****35.00

May 24, 2000

DEPARTMENT OF STATE DIVISION OF CORPORATION P O BOX 6327 TALLAHASSEE FL 32314

Dear Sir (Madam):

Please find attached the Articles of Dissolution of PACIFIC MUSIC DISTRIBUTOR INC. and the check for \$35.00 (filing fee). Please execute them and send the copy back to me.

Thank you for your help.

Sincerely,

PACIFIC MUSIC DISTRIBUTORS INC.

(a) (1) 19 A

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of

dissolution: FIRST: The name of the corporation is : PACIFIC MUSIC DISTRIBUTORS INC SECOND: The date dissolution was authorized: _______3, _2000 THIRD: Adoption of dissolution (check one) Dissolution was approved by the shareholders. The number of yotes cast for dissolution was sufficient for approval. Dissolution was approved by vote of the shareholders thro voting groups. (The following statements must be separately provided for each voting group entitled to vote separately on the plan to dissolve) The number of votes cast for dissolution was sufficient for approval by (voting group). Signed this 22 day of PACIFIC MUSIC DISTRIBUTORS INC. (Corporation Name) Chairman of the Board, President, or other officer) President Birmingham -(Type or printed name) President (Title)