DAVID E. ACKLEY

CRISTINA ARECHAGA

JAMES F. KIDD

CLINTON C. LYONS, IR

BRIAN J. MORAN

THOMAS P. MORAN

JENNIFER EDEN RAILEY

MAURICE SHAMS

SIDNEY H. SHAMS

OF COUNSEL

SCOTT E. JOHNSON

October 11, 2000

Via Federal Express Only

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

<u>100003423431--4</u> -10/12/00--91086--004 ****177.50******43.75

Re: Articles of Dissolution for Livingston Studios, Inc. - P99000101177
Articles of Organization for Livingston Studios, LLC - Florida - 2000

Dear Sir or Madam:

Please find enclosed in duplicate the Articles of Dissolution for the above-referenced corporation and Articles of Organization for the Limited Liability Company, together with a check in the amount of \$177.50 to cover the following fees:

| Dissolution of Corporation | \$ 35.00 | $(\bar{1} pg)$ |
|--------------------------------|----------|------------------|
| Articles of Organization, LLC | \$100.00 | (4 pgs) |
| Acceptance of Registered Agent | \$ 25.00 | (w/Art. of Org.) |
| Certified copy of Dissolution | \$ 8.75 | 8-7 |
| Certified copy of Organization | \$ 8.75 | |

If the above is in order, please file the Articles of Dissolution and the Articles of Organization and forward to us certified copies thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,

Scott E. Johnson

SEJ:lek

Enclosures

F:\DATA\WPDATA\SE\\Livingston Studios\SECY|LTR.wpd(3512-1)

OO OCT 12 PN 3: 09 TALLANASSEE, FLORIDA

PO BOX 472 ORLANDO, FL 32802-0472 111 N.ORANGE AVE SUITE 1200 ORLANDO, FL 32801 PH. 407-841-4141 FX 407-841-4148

MORAN-SHAMS@MORAN-SHAMS.COM

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

| FIRST: | The name of the corpor | ation is: | Livingston Studios | s, Inc. |
|------------------|---|-------------------------------------|---|---|
| SECOND: | The date dissolution wa | s authorized: | February 25, | 2000 |
| THIRD: | Adoption of Dissolution | n (CHECK ON | NE) | |
| Dissol was su | lution was approved by the | he shareholde | rs. The number of v | otes cast for dissolution |
| Dissol | lution was approved by v | ote of the sha | reholders through vo | oting groups. |
| | The following statemen voting group entitled to | vote separat | ely on the plan to dis | ssolve: |
| Signa | Signed this(| _ day of | October Supply The Board, President, or o | |
| | Hesia | Rhonda K (Typed or printed) (Title) | nox | OO OCT 12 PN 3: 09 SECRETARY OF STATE TALLAHASSEE, FLORID |