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Integrated Media Technology, Inc.
3824 Bettes Circle
Jacksonville, FL 32210

October 31, 2001

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

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Please find enclosed herewith for filing original of Articles of Dissolution with respect to Integrated Media Technology, Inc.

In addition, also find enclosed herewith an extra executed copy of said Articles of Dissolution, which I would appreciate your stamping with your official receipt stamp and returning to my office.

I have also enclosed herewith a check in the amount of \$35.00 to cover the cost of filing the Articles of Dissolution.

Thank you for your attention to this matter.

Very truly yours,

Robert K. Rushing

Robert K. Rushing

Enclosures

FILED
01 NOV -2 PM12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No IDS
KRC
11-6
(3)

ARTICLES OF DISSOLUTION

1. The name of the corporation is Integrated Media Technology, Inc.

2. The names and respective addresses of its officers are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|-------------|----------------|---------------|
|-------------|----------------|---------------|

NONE

3. The names and respective addresses of its directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|----------------|
|-------------|----------------|

| | |
|-------------------|---|
| Robert K. Rushing | 3824 Bettles Circle Jacksonville, FL 32210 |
|-------------------|---|

4. All debts, obligations and liabilities of the corporation have been paid or discharged, or adequate provision therefor has been made.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. A copy of the resolution to dissolve is attached. That resolution was adopted by the stockholders and directors of the corporation at a special joint meeting held October 1, 2001. The number of votes cast at said meeting for dissolution was sufficient for approval.

7. The effective date of these Articles of Dissolution and the dissolution of the corporation shall be September 30, 2001.

DATED this 1st day of October, 2001.

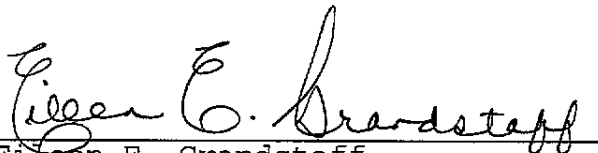
INTEGRATED MEDIA TECHNOLOGY, INC.

By: Robert K. Rushing
Robert K. Rushing, Sole Director

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me personally appeared Robert K. Rushing, who is the sole director of Integrated Media Technology, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Dissolution in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of October, 2001.


Eileen E. Grandstaff
Notary Public, State of Florida
at Large
My commission expires:



(SEAL)

CERTIFICATE OF CORPORATE RESOLUTION

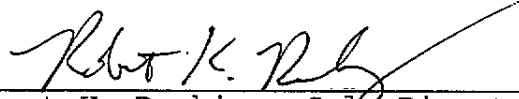
I, Robert K. Rushing, the sole director of Integrated Media Technology, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify that the following is a true and correct copy of a resolution of the stockholders and directors of Integrated Media Technology, Inc. passed at a duly convened special joint meeting of stockholders and directors, at which special meeting all stockholders of record were present and participating and all members of the corporation's Board of Directors were likewise present and participating, said joint meeting being held on October 1, 2001, at ten o'clock A. M. in the offices of Frazier & Frazier, Attorneys at Law, P.A., Jacksonville, Florida 32204, as taken by us from the minutes of the said joint meeting and compared by us with the original of said resolution:

"BE IT RESOLVED by the stockholders and directors of Integrated Media Technology, Inc. that they deem it to be in the best interest of the corporation and its stockholders that it surrender its charter in final and complete liquidation and dissolution, effective as of September 30, 2001.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of Integrated Media Technology, Inc., this 1st day of October, 2001.

INTEGRATED MEDIA TECHNOLOGY, INC.

By:



Robert K. Rushing, Sole Director

(Corporate Seal)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, an officer duly authorized to take acknowledgments, personally appeared Robert K. Rushing, sole director of Integrated Media Technology, Inc., a corporation organized and existing under the laws of the State of Florida, who is personally known to me and to me known to be the individual and officer described in and who executed the foregoing certificate, and he acknowledged that the execution thereof was his free act and deed as such officer thereunto duly authorized and that the corporate seal affixed to said certificate is the official seal of said corporation.

WITNESS my hand and official seal at the City of Jacksonville, County of Duval, State of Florida, this 1st day of October, 2001.


Eileen E. Grandstaff
Notary Public, State of Florida
at Large
My commission expires:



(SEAL)