

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: SKY Productions, Inc. of FL No. 53453

NAME _____
FIRM _____
ADDRESS _____

S18861

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Corp. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
96 FEB 20 AM 8 55
TALLAHASSEE FLORIDA
STATE

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AMP _____

WALK-IN 2/20 1100
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: SKY PRODUCTIONS INCORPORATED
Ref. Number: S18861

We have received your document for SKY PRODUCTIONS INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please entitle your document Articles of Dissolution.

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 697A00009095

*Attn:
Darlene*

*pls. call Allan Marsel
regarding this*

305 - 663-1080

CERTIFICATE OF CORPORATE DISSOLUTION

STATE OF FLORIDA

COUNTY OF DADE

THE UNDERSIGNED, as President and Secretary of **SKY PRODUCTIONS INCORPORATED**, a Florida Corporation, do hereby, for the purpose of complying with the provisions of F.S. 607.1402, in relation to the voluntary dissolution of corporations, make and attest this Certificate and attach hereto the written consent of the Stockholders of **SKY PRODUCTIONS INCORPORATED**, for Dissolution, and Certify as follows:

1. The name of the Corporation is **SKY PRODUCTIONS INCORPORATED**.
2. The Certificate of Incorporation of said Corporation was filed in the Office of the Secretary of the State of Florida on the 3rd day of December, 1990.
3. The said Corporation elects to Dissolve. All debts have been paid, all property and assets distributed and there are no pending actions or Judgments against the Corporation.
4. The names and post office addresses of its Directors are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
PHILIP SMITH	3 Island Avenue, Apt. 15-K Miami Beach, Florida 33139

5. The names, titles and post office addresses of the Officers of the Corporation are:

<u>NAMES</u>	<u>TITLES</u>	<u>POST OFFICE ADDRESSES</u>
PHILIP SMITH	President	3 Island Avenue, Apt. 15-K Miami Beach, Florida 33139
PHILIP SMITH	Secretary	3 Island Avenue, Apt. 15-K Miami Beach, Florida 33139

6. The Board of Directors of said Corporation, at a Meeting duly held and called for that purpose, at the Law Offices of ALLAN S. MAISEL, ESQ., 7400 S.W. 48th Street, Miami, Dade County, Florida 33155, on February 26, 1996, at 3:00 P.M., Notice of said Meeting having been duly Waived by each and all of the Officers, Directors and Shareholders as appears by written Waiver in writing annexed and forming a part of the Minutes of said Meeting of said Shareholders, Directors, and Officers, did, by the unanimous vote of the whole Board, adopt the following Resolutions:

"It is in the best interest of the corporation and shareholders to liquidate and/or dissolve the corporation within one year."

FILED
97 FEB 20 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It was FURTHER RESOLVED:

"The following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated within one (1) year pursuant to the applicable provisions of the Internal Revenue Code and the Florida Statutes.
2. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made therefor.
3. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:
 - (a) executing any and all instruments of conveyance;
 - (b) paying all taxes, costs and fees;
 - (c) executing all documents required by law to be filed; and
 - (d) doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to make liquidation distributions and distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interest in exchange for all their stock in the Corporation as follows:

	<u>Richard Alan Smith 49.8%</u>	<u>Philip Smith 50.2%</u>
A. Balance due on two (2) notes dated 12/7/90 (\$2,000.00 having been previously paid.	\$9,000.00	\$9,000.00
Interest due	810.00	810.00
B. Partial Liquidation Distribution No. 1	21,177.63*	21,177.63
* Richard Smith's distribution was constructively received by him as the proceeds were used to pay and satisfy a Security Agreement (Chattel Mortgage) and Note payable to Philip Smith, dated October 29, 1994, securing advances paid to Richard Alan Smith in October 1994 and 1995. Principal amounted to \$20,000.00, plus interest of \$1,177.63.		
C. Partial Liquidation Distribution No. 2	1,000.00	1,000.00
D. Final partial distribution to be made of the asset/cash balance remaining after payment of all taxes, fees and costs."	49.8%	50.2%

And that, thereupon, at said Meeting, the owners and holders of the entire issued and outstanding Stock of ~~SKY PRODUCTIONS INCORPORATED~~, consisting of FIVE HUNDRED (500) Shares, Common Stock With \$1.00 Par Value, did signify their consent in writing that such Corporation be Dissolved by signing and executing the Consent which is annexed and forms a part hereof.

IN WITNESS WHEREOF, we have made and executed this Certificate this 7 day of February, 1997, at Miami, Dade County, Florida.

~~SKY PRODUCTIONS INCORPORATED~~,
a Florida Corporation

BY:

Philip Smith - President

ATTEST:


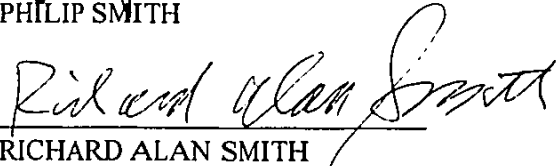
Philip Smith - Secretary

(CORPORATE SEAL)


WRITTEN CONSENT OF THE STOCKHOLDERS OF **SKY PRODUCTIONS INCORPORATED**, A
FLORIDA CORPORATION, TO DISSOLVE SAID CORPORATION, PURSUANT TO
E.S. 607.1402.

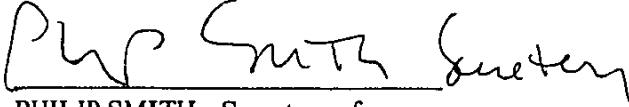
WE, THE UNDERSIGNED, the holders and owners of record of all the issued and
outstanding shares of stock of **SKY PRODUCTIONS INCORPORATED**, a Corporation duly organized under the
laws of the State of Florida, owning the numbers of shares set opposite our names, respectively, and
entitled to vote on the Dissolution thereof, do hereby sign this instrument for the purpose of
signifying such consent in writing, as required by the said Section.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and opposite thereto
the number of shares of stock held by us, respectively, on the date indicated.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>DATE EXECUTED</u>
 PHILIP SMITH	251 Shares	February <u>7</u> , 1997.
 RICHARD ALAN SMITH	249 Shares	<u>Jan 29</u> , 1997.

ATTESTED BY:

 PHILIP SMITH - President of SKY PRODUCTIONS INCORPORATED , a Florida Corporation	February <u>7</u> , 1997.
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 PHILIP SMITH - Secretary of SKY PRODUCTIONS INCORPORATED , a Florida Corporation	February <u>7</u> , 1997.
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(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF DADE

On this 7 day of February, 1997, before me personally appeared PHILIP SMITH, who is personally known to me or who has produced his _____ as identification and did not take an oath.

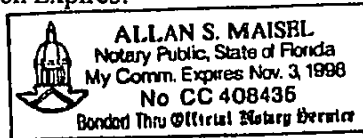
IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Dade County, Florida, the day and year last aforesaid.

Allan S. Maisel

NOTARY PUBLIC

My Commission Expires:

STATE OF NEW YORK
COUNTY OF Suffolk



On this 29 day of January, 1997, before me personally appeared RICHARD ALAN SMITH, who is personally known to me or who has produced his Florida DL # 530 741-31-134 as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Suffolk County, New York, the day and year last aforesaid.

Lynn Burnett

NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

LYNN BURNETT No. 4915634
Notary Public, State of New York
Qualified in Suffolk County
My Commission Expires Dec. 21, 1997

PHILIP SMITH, being duly sworn, do deposes and says, each for himself, that he, is the President and the Secretary of **SKY PRODUCTIONS INCORPORATED**, a Florida Corporation; that the foregoing Certificate signed by him, respectively, is true; that the annexed written Consent of the Stockholders of **SKY PRODUCTIONS INCORPORATED**, consenting to the Dissolution forthwith of said Corporation was so executed by the persons executing the same, on the hereinbefore date(s), and that the number of shares set opposite each signature to such written Consent is the number of shares standing on the books of the Corporation in the name of such consenting Stockholder, and

that the total number of shares issued and outstanding by said Corporation is FIVE HUNDRED (500) Shares, Common Stock with \$1.00 Par Value, and the number of consenting shares is the entire number of shares of said Stock of said Corporation issued and outstanding.

SKY PRODUCTIONS INCORPORATED
a Florida Corporation

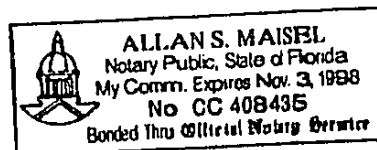
BY: Philip Smith - President
PHILIP SMITH - President

ATTEST: Philip Smith - Secretary
PHILIP SMITH - Secretary

(CORPORATE SEAL)

THE FOREGOING instrument was acknowledged before me this 7 day of February, 1997 by PHILIP SMITH, who is/are personally known to me or who has/have produced his/her/their _____ as identification and who did not take an oath.

Allan S. Maisel
NOTARY PUBLIC
My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

THE UNDERSIGNED, President and Secretary respectively of **SKY PRODUCTIONS INCORPORATED**, a Florida Corporation, a Corporation duly organized and existing under the laws of the State of Florida, under oath, do hereby certify in writing to the Secretary of the State of Florida that all currently due property taxes, both tangible and intangible, and all sales and use taxes have been paid as of the date of this Affidavit.

SKY PRODUCTIONS INCORPORATED,
a Florida Corporation

BY:

Philip Smith - President
PHILIP SMITH - President

ATTEST:

Philip Smith - Secretary
PHILIP SMITH - Secretary

(CORPORATE SEAL)

THE FOREGOING instrument was acknowledged before me this 7 day of February, 1997 by PHILIP SMITH, as President and Secretary of **SKY PRODUCTIONS INCORPORATED**, a Florida Corporation, who is/are personally known to me or who has/have produced his/her/their _____ as identification and who did not take an oath in behalf of said Corporation.

Allen S. Maisel

NOTARY PUBLIC

My Commission Expires:

