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ROBIN A. LLOYD, SR. & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS

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* MASTER OF LAWS IN TAXATION
** MASTER OF BUSINESS ADMINISTRATION

March 18, 1999

Department of State
UCC Filing Section
P.O. Box 5588
Tallahassee, FL 32314

700002825307--1
-03/31/99-01007-006
*****35.00 *****35.00

Re: DA Communications, Inc.; List International, Inc.; and ACH, Inc.

Gentlemen:

Attached you will please find one copy of the following:

1. Articles of Dissolution for DA Communications, Inc.
2. Articles of Dissolution for List International, Inc.
3. Application for Registration of Fictitious Name for DA Communications, Inc.
4. Application for Registration of Fictitious Name for List International, Inc.

As far as the Registrations for Fictitious Names goes, I enclose the checks for Mr. Hunnewell to pay the Secretary of State's costs for the filing of same. Please let me know when these are filed.

As to the Articles of Dissolution, Mr. Arsenault was not able to come by with his check in a timely manner. As such, if you would please record these and send me the bill for the recording, which I believe to be \$35.00 per corporation, I will see to it that the check is immediately mailed to you. As always, mail me the bill for your services in doing these filings and I will see that they are promptly paid.

Should you have any questions, please contact me. Basically, so that you know what we are trying to do, we are dissolving the two corporations with the new entity, ACH, Inc., and registering the fictitious name for the corporation. So it is critical that the order of recording be Dissolution of the Corporations immediately followed by the Registration of Fictitious Names.

Very truly yours,

ROBIN A. LLOYD, SR. & ASSOCIATES, P.A.

By: 

Roger W. Lajoie

RWL/bl
Enc.

FILED
99 MAR 23 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISS.
3/31/99
SP

ROBIN A. LLOYD, SR. & ASSOCIATES, P.A.

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March 29, 1999

Ms. Susan Payne
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: DA Communications, Inc. and List International, Inc.

Dear Ms. Payne:

Pursuant to our conversation, enclosed please find two checks made payable to the Secretary of State in the amount of \$35.00 each. Please record the Articles of Dissolution on the above listed corporations with the dates corresponding with the Registration of Fictitious Names submitted by ACH, Inc.

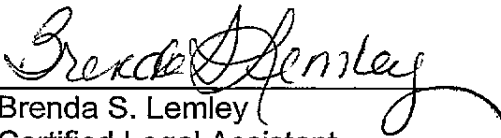
For your information, also enclosed is a copy of our original correspondence on this matter and copies of the Articles of Dissolution.

Should you need any further information, please contact me. Thank you in advance for your assistance in this matter.

Very truly yours,

ROBIN A. LLOYD, SR. & ASSOCIATES, P.A.

By:


Brenda S. Lemley
Certified Legal Assistant

/bl
Enc.

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT OF
LIST INTERNATIONAL, INC.**

TO: Department of State
Tallahassee, Florida

DATE PAID
FILING FEE: _____

FILED
99 MAR 23 PM 3:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is LIST INTERNATIONAL, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

NAME

OFFICE

ADDRESS

Gerald Arsenault

President/Secretary/
Treasurer

8020 Seacrest Drive
Vero Beach, Florida 32963

3. The names and respective addresses of the directors of the corporation are as follows:

NAME

ADDRESS

Gerald Arsenault

8020 Seacrest Drive
Vero Beach, Florida 32963

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

4. Dissolution was authorized on the 1st day of March, 1999.
5. The number of votes cast for dissolution was sufficient for approval.
6. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

7. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent is attached to these Articles.

Dated: March 3, 1999

LIST INTERNATIONAL, INC.

By:



Gerald Arsenault

President/Secretary/Treasurer


**CONSENT OF
SHAREHOLDERS TO ACTION**

WE, the undersigned, being all of the Shareholders of the corporation, do hereby agree and consent that the officers and directors of LIST INTERNATIONAL, INC., are empowered and directed to execute and file in the office of the Secretary of State for the State of Florida Articles of Dissolution for the corporation.

Dated: March 3, 1999



Shareholder



Shareholder

Shareholder