

V27091

COREY E. HOFFMAN  
ATTORNEY AT LAW  
3250 MARY STREET  
SUITE 400  
COCONUT GROVE, FLORIDA 33133  
(305) 442-4333  
FAX (305) 442-0464

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 PM 1:17

December 21, 2001

Secretary of State  
Dissolution Section  
P.O. Box 6327  
Tallahassee, FL 32314

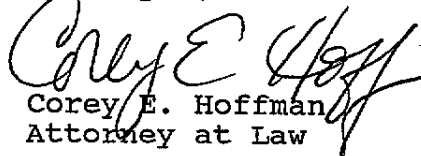
Re: Dissolution of Offbeat, Inc.

Dear Sir/Madam:

Enclosed please find my office check no. 7224 in the amount of \$35.00 for filing of the Articles of Dissolution for the above referenced corporation.

If you have any questions, please feel free to contact me.

Thank you,

  
Corey E. Hoffman  
Attorney at Law

CEH\rp

Enclosures

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ARTICLES OF DISSOLUTION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to 607.1401, Florida Statutes, this Florida corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: OFFBEAT, INC.

SECOND: The date dissolution was authorized: 10-31-01.

THIRD: Adoption of Dissolution (Check One)

X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

\_\_\_\_\_ Dissolution was approved by vote of the shareholders through voting group.

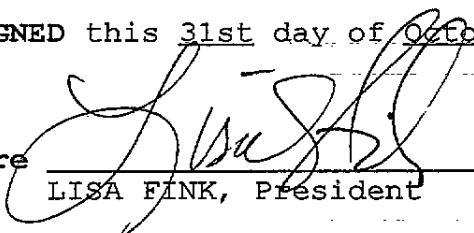
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
voting group

SIGNED this 31st day of October, 2001.

Signature

  
\_\_\_\_\_  
LISA FINK, President