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Division of Corporations

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CARLTON FIELDS, INC.

001/004

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Florida Department of State

Division of Corporations
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

04 DEC 20 PM 4: 57

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DIVISION OF CORPORATIONS

DISSOLUTION

ATEM HOLDINGS, INC.

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ARTICLES OF DISSOLUTION OF
ATEM HOLDINGS, INC.

04 DEC 20 PM 4:57
 COUNTY OF STATE
 ALACHASSEE, FLORIDA

Atem Holdings, Inc., a Florida corporation (the "Corporation"), is hereby dissolved under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is: Atem Holdings, Inc.

ARTICLE II

Dissolution Authorized


Dissolution was authorized on December 15, 2004, by the Corporation's shareholders and directors by unanimous written consent, in accordance with Florida Statutes Sections 607.0704 and 607.1402.

ARTICLE III

Shareholder Approval

The number of votes cast by the Corporation's shareholders was sufficient for approval.

Dated this 15 day of December 2004.

By: 

 Wesley Beck, President

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**PLAN OF LIQUIDATION OF
ATEM HOLDINGS, INC.**

WHEREAS, it is deemed advisable and in the best interests of Atem Holdings, Inc., a Florida corporation (the "Corporation"), to wind up the affairs of the Corporation and to completely liquidate the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, the Corporation adopts the following plan of liquidation (the "Plan"):

1. The officers of the Corporation shall attempt to collect all of the receivables owing to the Corporation and pay all of its debts and expenses, setting aside a reasonable amount in cash that they deem necessary to meet any expected contingent claims, liabilities, or expenses.

2. The officers of the Corporation are authorized to negotiate and consummate sales of all or any portion of the assets of the Corporation upon such terms and conditions as they determine to be in the best interests of the Corporation and its shareholders.

3. All of the remaining assets of the Corporation, including the proceeds of the sale of any of its assets, shall be distributed in kind to the shareholders in direct proportion to their stockholding in the Corporation and in exchange for the surrender of their stock in complete cancellation and redemption of all the stock of the Corporation. Upon the shareholders' surrender for cancellation of the certificates of stock in the Corporation, the president and secretary of the Corporation are authorized and directed to issue such checks or execute such assignments, deeds, and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the shareholders.

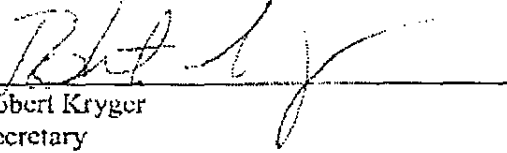
4. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate the Plan.

5. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.

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**CERTIFICATE OF SECRETARY OF
ATEM HOLDINGS, INC.**

On this 15th day of December, 2004, the undersigned, as Secretary of Atem Holdings, Inc., a Florida corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Liquidation of Atem Holdings, Inc., that was adopted by its directors and shareholders as of December 15, 2004.


Robert Kryger
Secretary