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January 27, 1997

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

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

Re: Direct Satellite Technologies, Inc.

Dear Sir/Madam:

Enclosed herewith is an original of the Articles of Dissolution for the above captioned corporation and our check in the amount of \$35.00 to cover the filing fee.

I am also enclosing a second copy of the Articles of Dissolution for you to return in the enclosed self-addressed envelope, indicating receipt of same.

Very truly yours,

Randell Miller

Randell Miller

RM/bja
Enclosures
cc: Glenn Fasani

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SH 3/6

FILED
97 JAN 31 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
DIRECT SATELLITE TECHNOLOGIES, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the Corporation is DIRECT SATELLITE TECHNOLOGIES, INC.

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The Dissolution was authorized by the Corporation's Shareholder on January 22, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

The Dissolution was approved by the Corporation's sole Shareholder, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on this 27 day of January, 1997.

DIRECT SATELLITE TECHNOLOGIES, INC.

By: Theresa Fasani
Theresa Fasani, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFIED COPY OF RESOLUTIONS OF
DIRECT SATELLITE TECHNOLOGIES, INC.**

I HEREBY CERTIFY that the following resolutions were unanimously adopted at the Special Meeting of the Shareholders of DIRECT SATELLITE TECHNOLOGIES, INC. held on the 22nd day of January, 1997.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, and be it

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days after the date of the meeting at which the Shareholder adopts the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia together with a certified copy of this Resolution.

2. That after the plan of liquidation is adopted the Corporation make distributions to its Shareholder pursuant to such plan.

3. That the Corporation shall proceed as far as possible to collect all accounts receivable and to settle any claims against it.

4. That thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, distribute all assets subject to any unpaid liabilities, to the Shareholder in redemption and cancellation of all the outstanding capital stock of the Corporation.

5. That the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to Section 607.1403 of the Florida Statutes with the Florida Secretary of State, Division of Corporation.

6. That the proper officers and the Corporation's counsel shall file all other forms and documents required

by the State of Florida and the Federal government, including tax returns, as soon as possible, after distribution of the corporate assets.

7. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the express intent of the Shareholder under the plan adopted.

DIRECT SATELLITE TECHNOLOGIES, INC.

By:



Theresa Fasani, Secretary