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FILED
In the office of the Secretary of State
of the State of California

AUG 23 2005

CERTIFICATE OF DISSOLUTION OF

TOMKA PRODUCTIONS, INC.
A California Corporation

The undersigned do hereby certify and state that:

1. They constitute a majority of the directors now in office of Tomka Productions, Inc., a California Corporation (the "Corporation").
2. The Corporation has been completely wound up.
3. The Corporation's known debts and liabilities have been adequately provided for by their assumption by Jesse Donald Knotts whose address is 760 North La Cienega Boulevard, Los Angeles, California 90069.
4. The Corporation's known assets have been distributed to the persons entitled thereto.
5. A person or corporation or other business entity assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a Tax Clearance Certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by a vote of all of the outstanding shares.
7. The Corporation is dissolved.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 6/17/05

Jesse Donald Knotts
JESSE DONALD KNOTTS, Director

Victor Meschures
VICTOR MESCHURES, Director