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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 30, 1998

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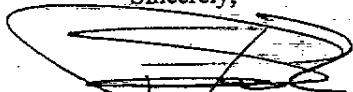
Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Dear Madame or Sir:

Enclosed herewith for filing please find the original and a copy (for receipt) of the Articles of Merger and the Plan and Agreement of Merger between Kendall Electro-Products Co., Inc. And Rist Investment Corp. Please also find enclosed herewith the original and a copy (for receipt) of the Articles of Dissolution for Kendall Electro-Products Co., Inc. for filing after the foregoing merger.

Finally, enclosed herewith please find my check in the amount of \$105.00 in payment of the \$35.00 merger fee for each corporation and the \$35.00 dissolution fee. Please receipt the copies of the filed documents and return same to the undersigned in the stamped, addressed envelope provided for your convenience.

Sincerely,


Peter M. MacNamara

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ARTICLES OF DISSOLUTION FOR
KENDALL ELECTRO-PRODUCTS CO., INC.

1. The name of the corporation is KENDALL ELECTRO-PRODUCTS CO., INC.
2. Dissolution was authorized on February 18, 1998.
3. The number of votes casts by the shareholders was sufficient for approval.

DATED: February 18, 1998.

KENDALL ELECTRO-PRODUCTS CO., INC.

By: Karsten Rist
Karsten Rist, President

Attest: Carol Rist
Carol Rist, Secretary

(Corporate Seal)

State of Florida)
)
County of Dade)

Before, the undersigned authority, personally appeared Karsten Rist, as President, and Carol Rist, as Secretary of Kendall-Electro-Products Co., Inc. (✓) who each are personally known to me, or () who have produced _____ as identification and they each acknowledge that they executed the foregoing articles of dissolution for and on behalf of Kendall Electro-Products Co., Inc.

Dated this 18 day of February 1998.

[Signature]

Notary Public
My commission expires:



PETER M MACNAMARA
My Commission CC569209
Expires Jul. 14, 2000

PETER M. MACNAMARA, P