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DISSOLUTION

PANASONIC OVERSEAS CORPORATION

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**ARTICLES OF DISSOLUTION OF
PANASONIC OVERSEAS CORPORATION**

The undersigned, Secretary of Panasonic Overseas Corporation (the "Corporation"), hereby files these Articles of Dissolution in order to dissolve the Corporation under the laws of the State of Florida.

1. The name of the Corporation is PANASONIC OVERSEAS CORPORATION.
2. Pursuant to the provisions of Fla. Stat. § 607.1403, dissolution of the Corporation was approved as of June 29, 1999, by the unanimous written consent (in accordance with the provisions of Fla. Stat. § 607.0704) of all of the shareholders of the Corporation.
3. The number of shareholders consenting to the dissolution of the Corporation was sufficient for approval of such action.
4. The effective date of the dissolution of the Corporation is June 30, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on June 30, 1999.



 Yuji Yamashita, Secretary

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