

P02000027314

Jay M Needelman CPA  
520 West 47th Street  
Miami Beach, FL 33140

(Address)

(City/State/Zip/Phone #)

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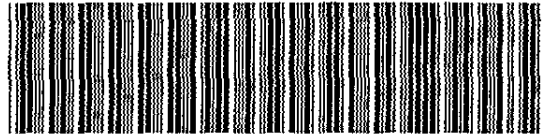
(Business Entity Name)

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

COUNTY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: T R. WATERFALL, INC.

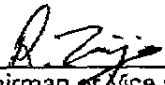
SECOND: The date dissolution was authorized: 11/22/02

THIRD: Adoption of Dissolution (check one)  
 Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.  
 Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by \_\_\_\_\_."  
(voting group)

Signed this 22<sup>ND</sup> day of NOVEMBER, 2002.

Signature   
(By the Chairman or Vice Chairman of the Board, President or other officer)  
RONEN ZAGURI  
(Typed or printed name)  
PRESIDENT  
(Title)