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Noesis Properties, Inc.
1801 Clint Moore Rd, Ste. 100
Boca Raton, FL 33487

(561) 998-8884

September 22, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/27/99-01116-012
*****35.00 *****35.00

Re: Articles of Dissolution of Noesis Properties, Inc.

Dear Sir/Madam:

Enclosed herewith are Articles of Dissolution of Noesis Properties, Inc., together with a check in the amount of \$35.00 representing the filing fee.

Please acknowledge receipt of the foregoing by stamping the enclosed copy of this letter and returning it in the self-addressed stamped enclosed.

Very truly yours,

Cory B. Nass
Cory B. Nass
General Counsel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

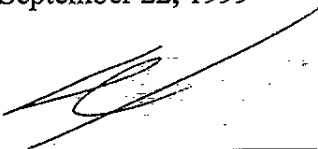
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**ARTICLES OF DISSOLUTION
BY BOARD OF DIRECTORS AND SHAREHOLDERS OF
NOESIS PROPERTIES, INC.**

Pursuant to FSA § 607.1403, this corporation submits the following articles of dissolution:

1. The name of the corporation is: Noesis Properties, Inc.
2. The date of incorporation of the corporation: September 27, 1993
3. The date the dissolution was authorized: September 22, 1999
4. The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
5. These articles will be effective on filing.

Dated: September 22, 1999



Nico B. M. Letschert, President

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