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December 10, 1998

CERTIFIED MAIL

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

Re: KM South, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Dissolution for the above-referenced Florida corporation, along with our firm check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

HARTER, SECREST & EMERY LLP

*Susan C. Weber*  
Susan C. Weber  
Paralegal

SCW:gjh  
Enclosures

cc: Richard M. Kasperski, CPA  
William L. Kreienberg, Esq.

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EFFECTIVE DATE  
12-31-98

FILED  
98 DEC 15 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CRG  
12/31

**EFFECTIVE DATE**  
12-31-98


ARTICLES OF DISSOLUTION  
OF  
KM SOUTH, INC.

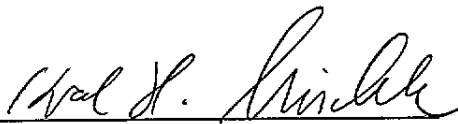
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of KM SOUTH, INC., hereby certificate that:

1. The name of the Corporation is **KM SOUTH, INC.**
2. The manner in which these Articles of Dissolution was authorized, was by the Written Consent of the holder of all of the outstanding voting shares of the Corporation, effective December 10, 1998, pursuant to Section 607.1402(6) and 607.0704 of the Florida Business Corporation Act.
3. **KM SOUTH, INC.** is dissolved, effective December 31, 1998, as authorized by Section 607.1403 and 607.0123(2) of the Florida Business Corporation Act.

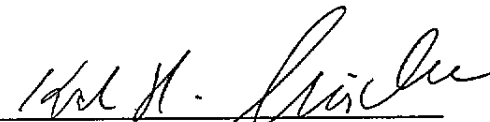
IN WITNESS WHEREOF, I have executed these Articles of Dissolution this 10<sup>th</sup> day of December 1998.

  
Karl H. Mischke, President

  
Karl H. Mischke, Secretary

**APPROVAL BY PRESENT COMMON SHAREHOLDER**

The undersigned is the holder of all of the issued and outstanding shares of Common Stock of **KM SOUTH, INC.**, and is executing the foregoing Certificate to evidence his approval of the dissolution of the Corporation, and the filing of this Certificate of Dissolution, pursuant to Section 607.1403 of the Florida Business Corporation Act, effective December 31, 1998.

  
Karl H. Mischke

This Instrument Prepared By:  
Susan C. Weber, Paralegal  
Harter, Secrest & Emery LLC  
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Rochester, New York 14604-2070  
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