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DRAKEFORD
ACCOUNTANTS
A PROFESSIONAL ASSOCIATION

FILED
97 MAY -2 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Reply to:

Tampa, FL

April 29, 1997

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

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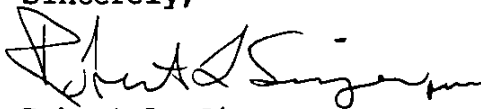
Re: Empco, Inc.

Dear Sir/ Madam:

Enclosed are the Articles of Dissolution for the above referenced client. Also enclosed is a copy for you to return to us after it has been filed.

Your cooperation in this matter is greatly appreciated.

Sincerely,



Robert L. Singer
Associate

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VS MAY 12 1997

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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FIRST: The name of the corporation is: EMPCO, INC.

SECOND: The articles of incorporation were filed on: 2/12/96

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 29 day of APRIL, 19 97

Signature Michael S. Charles
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

MICHAEL S. CHARLES
(Typed or printed name)

DIRECTOR
(Title)