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MILWAUKEE  
APPLETON  
GREEN BAY  
MADISON  
OSHKOSH

April 2, 1998

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-04/07/98-01069--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Dear Sir/Madam:

Enclosed for filing are duplicate originals of Articles of Dissolution for Pro-Energy International, Inc. Also enclosed is a check in the amount of \$35.00 to cover the filing fee in this regard. Once this document has been filed, please arrange to have evidence of the filing returned to me using the enclosed envelope provided.

Should you require anything further, please feel free to call me collect at (414) 273-3500. If I am not available, speak with Janet Dabney.

Very truly yours,

GODFREY & KAHN, S.C.

*Janell M. Bishop*

Janell M. Bishop  
Legal Assistant

JMSB  
Enclosures  
cc: Bradley J. Harring  
Janet Dabney

MW2-128635-1

98 APR -6 AM 10:28  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
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ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: Pro-Energy International, Inc.

SECOND: The date dissolution was authorized: March 26, 1998

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution on \_\_\_\_\_ 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 27th day of March, 19 98

Signature Janell M. Bishop  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Janell M. Bishop  
(Typed or printed name)

Secretary  
(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR -6 AM 10:28

APPROVED  
AND  
FILED