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ADELBERG, RUDOW, DORF, HENDLER & SAMETH, LLC

ATTORNEYS AT LAW

600 MERCANTILE BANK & TRUST BUILDING
2 HOPKINS PLAZA
BALTIMORE, MARYLAND 21201

TELEPHONE
410-539-5195

TELECOPIER
410-539-5834

MATTHEW A. WEIR

March 29, 1999

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

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-04/02/99--01094--001
*****35.00 *****35.00

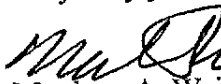
Re: Sidekick of Northwest Florida, Inc.
Our File No.: 08679-00000

Dear Sir / Madam:

Enclosed please find the following with regard to the above entity:

1. Two Original Articles of Dissolution;
2. Check in the amount of Thirty-Five Dollars payable to the Florida Department of State for the Articles of Dissolution filing fee;
3. Certified Copy of Resolutions;
4. Copies of Joint Memorandum of Unanimous Consent of the Sole Stockholder and Board of Director.

Please return a date stamped copy of the Articles of Dissolution to my attention in the enclosed self addressed, stamped envelope. If you have any questions or comments, please contact me.

Very truly yours,

Matthew A. Weir

*Spoke to Matt Weir
4-12-99 about date
of Approval - DKS
DKS
4-12-99
DKS*

MW/kml
Enclosures

cc. Lester Ellin, CPA
Mrs. Pauline D. Mash
Ms. Ailene M. Waranch
David B. Rudow

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -2 AM 10:59

FILED

ARTICLES OF DISSOLUTION
OF
SIDEKICK OF NORTHWEST FLORIDA, INC.

FILED

99 APR -2 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIDEKICK OF NORTHWEST FLORIDA, INC., a Florida corporation, files these Articles of Dissolution evidencing the corporation's dissolution and discontinuation of business, and sets forth the following pursuant to the provisions of Section 607.1403, Florida Statutes:

1. The name of the corporation is SIDEKICK OF NORTHWEST FLORIDA, INC.
2. Dissolution was authorized by the sole stockholder and directors of the corporation by written consent effective as of the 1st day of March, 1999, approved March 1st, 1999.
3. The number of votes cast by the sole stockholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of SIDEKICK OF NORTHWEST FLORIDA, INC., has executed these Articles of Dissolution in accordance with the provisions of Section 607.0120, Florida Statutes.

SIDEKICK OF NORTHWEST FLORIDA, INC.

✓ By: Pauline D. Mash
Pauline D. Mash, President

✓ Maryland
STATE OF FLORIDA)
City)
COUNTY OF Dalton)

to wit:

I HEREBY CERTIFY, that on this 5th day of March, 1999, before me, the subscriber, a Notary Public in and for the State of Florida, personally appeared Pauline D. Mash, known to me, or proved to me, to be the President of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

WITNESS, me hand and Notarial Seal.

Janice R. Good
Notary Public

My Commission Expires:

11/1/2000