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FILED
01 DEC 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 2001

CERTIFIED MAIL #7099 3400 0007 2492 5795
RETURN RECEIPT REQUESTED

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

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-12/11/01--01027--004
*****43.75 *****43.75

Re: Dissolution of Medi-Vision Technologies, Inc.

Dear Sir or Madam:

Enclosed please find the following document for filing with respect to the above-captioned Florida corporation:

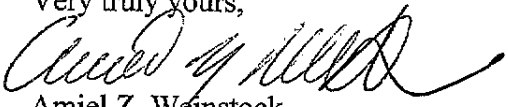
Articles of Dissolution

I have also enclosed this firm's check in the amount of \$43.75, payable to the Division of Corporations, representing the filing fee for the Articles of Dissolution as well as the fee for a **Certificate of Status**.

Please date-stamp the enclosed extra copy of this letter and the Articles of Dissolution as filed and return them to me with the **Certificate of Status** in the enclosed envelope.

If you have any questions, please contact me at the address or phone number provided below. Thank you for your assistance with this matter.

Dissolution

Very truly yours,

Amiel Z. Weinstock

Enclosures

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ARTICLES OF DISSOLUTION

FILED
01 DEC 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: Medi-Vision Technologies Incorporated

SECOND: The date dissolution was authorized: November 8, 2001

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution 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 8th day of November, 2001.

Signature _____
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Gregory Diamant
(Typed or printed name)

President
(Title)