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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Writer's Direct No.:
(305) 860-7362

May 11, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/15/98--01043--007
*****35.00 *****35.00

RE: Southeastern Liquidating Co., Inc.

Ladies and Gentlemen:

Enclosed herein is the original Articles of Dissolution on behalf of the captioned company, effective upon filing. Also enclosed is a check in the amount of $35.00 to cover the requisite filing fee. Please acknowledge receipt of this filing by stamping the enclosed copy of this letter and return the same to me in the enclosed self-addressed, stamped envelope. If you have any questions please call me at (305) 860-7362.

Very truly yours,

Margaret O'D. Ryder
Legal Assistant

MOR
cc: Nancy Damon
155834/11016.014

Vol/is

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF SOUTHEASTERN LIQUIDATING CO., INC.**

1. The name of the corporation is Southeastern Liquidating Co., Inc., a Florida corporation (the "Company").

2. The dissolution of the Company was authorized by the sole Shareholder and the sole Director of the Company on April 15, 1998 by unanimous written consent.

3. Dissolution was approved by the Sole Shareholder of the Company; therefor the number of votes cast for dissolution was sufficient for approval.

4. The Company has no voting groups.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on this 23 day of April, 1998.

**Southeastern Liquidating Co., Inc.**

By: Jose M. Sariego
Jose M. Sariego, Vice President

STATE OF FLORIDA )
)SS:
COUNTY OF MIAMI-DADE )

Sworn to and subscribed before me this 23 day of April, 1998 by Jose M. Sariego, Vice President of Southeastern Liquidating Co., Inc., who is personally known to me.

Maria C Napoles
Notary Public, State of Florida
MARIA C NAPOLES (Print Notary Name)

My commission expires:

Maria C. Napoles
Notary Public, State of Florida
Commission No. CC 670006
My Commission Exp. 09/20/2001
Bonded Through Fla. Notary Service & Bonding Co.

MOR/C.INCORP/151966/11016.014