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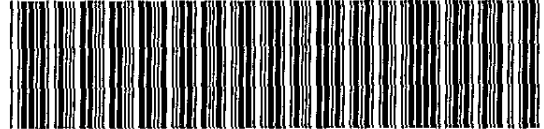
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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LAW OFFICES
DONALD P. MARDER
ATTORNEY AT LAW

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December 3, 2003

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

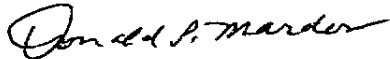
Re: Wheeler-Walker, Inc.

To Whom It May Concern:

Please accept the enclosed Article of Dissolution for filing. Enclosed is my client's check in the amount of \$35.00 for the filing fee.

Thank you for your co-operation.

Very truly yours,



DONALD P. MARDER

**ARTICLES OF DISSOLUTION
OF
WHEELER-WALKER, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the corporation is **WHEELER-WALKER, INC.**

SECOND: The dissolution was authorized on October 29, 2003.

THIRD: The dissolution was approved by the shareholders. The number of votes cast in favor of the dissolution was unanimous, which was sufficient for approval pursuant to law.

FOURTH: These Articles of Dissolution will take effect on the date of filing with the Secretary of State of the State of Florida.

DATED: October 30, 2003.

WHEELER-WALKER, INC.

BY: _____


JOSEPH A. WALKER, President