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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

December 11, 2000

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

In re: FSC, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$43.75 to cover the filing fee and cost of a certified copy of the Articles of Dissolution for the above-referenced corporation. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY & PALADINO

Christine Ruffin
Christine Ruffin
Legal Assistant

/cr
Enclosure
a/s

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 13 PM 2:09

Dissolution
LFO
12-18-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF DISSOLUTION
OF FSC, INC.

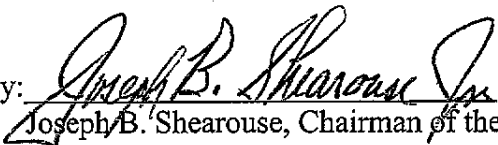
Pursuant to section 607.1403, of the Florida Statutes, this Florida profit corporation submits Articles of Dissolution as follows.

- FIRST: The corporation is FSC, Inc. ("Company").
- SECOND: Dissolution of Company was authorized on November 21, 2001.
- THIRD: Dissolution was approved unanimously by the shareholder.
- FOURTH: No debt of the corporation remains unpaid.
- FIFTH: The net assets of the corporation remaining after winding up will be distributed to the shareholder.

Signed this 21st day of November, 2000.

FSC, INC.

By:


Joseph B. Shearouse, Chairman of the Board