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Omar del Rio, C.P.A.
L. Diane Parsons, C.P.A.

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Member
American Institute of Certified
Public Accountants
Florida Institute of Certified
Public Accountants
Private Companies
Practice Section, AICPA

November 10, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6237
Tallahassee, FL 32314

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-11/20/98--01012--002

*****35.00 *****35.00

Re: Filing of Articles of
Dissolution for
R & R Utilities, Inc.

Dear Sirs:

Enclosed for filing in the public records of the Florida Secretary of State are Articles of Dissolution for R & R Utilities, Inc. Also enclosed is our check in the amount of thirty-five (\$35.00) dollars representing the filing fee and fee for certified copy. We would appreciate the Articles of Dissolution being filed in the public records at your earliest convenience.

Should there be any questions, please feel free to call us.

Sincerely,

Omar del Rio

Omar del Rio

Encl.

FILED
98 NOV 19 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TL NOV 19 1998

**ARTICLES OF DISSOLUTION
OF
R & R UTILITIES INC.**

We, the undersigned, Directors of the Corporation, do hereby file these Articles of Dissolution of R & R UTILITIES INC., a Florida Corporation, pursuant to Section 607.1403 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the dissolved corporation is R & R UTILITIES INC.

ARTICLE II - DATE DISSOLUTION AUTHORIZED/
ADOPTION OF PLAN OF LIQUIDATION

The Corporation's dissolution was authorized on October 22nd, 1998, pursuant to "Minutes of the Special Meeting Stockholders and Directors of R & R UTILITIES INC.," whereby the Corporation's Directors and Shareholders adopted a plan of complete liquidation under Sections 331 and 336 of the Internal Revenue Code of 1986, as amended. The Director's vote for dissolution at the Special Meeting held on October 22nd, 1998 was unanimous.

ARTICLE III - LIABILITIES

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provisions have been made therefor.

ARTICLE IV - DISTRIBUTION OF ASSETS

All of the Corporation's remaining property and assets have been distributed among its Stockholders, in accordance with the respective rights and interests in the Corporation.

ARTICLE V - ABSENCE OF LITIGATION

There are no actions or lawsuits presently pending against the Corporation in any Court.

ARTICLE VI - FILING OF ARTICLES OF DISSOLUTION

The Corporation's President is hereby authorized to file these Articles of Dissolution with the Secretary of State, State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd
day of Oct, 1998.

R & R UTILITIES INC.

By: 

FELLA O. ROBERTS

President of the Corporation

By: 

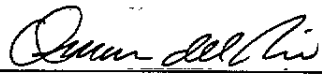
MAC J. RUSSELL

Secretary of the Corporation

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, personally appeared FELLA O. ROBERTS and MAC J. RUSSELL, Directors of R & R UTILITIES INC., to me well known and known to me to be the persons described in and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument for the purpose herein expressed.

WITNESS my hand and official seal this 22 day of OCTOBER, 1998.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

