

617031

EDWARDS & ANTHOLIS

22 PINE STREET

MORRISTOWN, NEW JERSEY 07960

(201) 540-0050

DAVID F. EDWARDS (1908-1983)

JOHN K. ANTHOLIS

JAMES A. SYLVESTER

KEVIN E. COLANGELO

OF COUNSEL:

NANCY RUOFF TUBBS

MARY W. ANTHOLIS

551 FIFTH AVENUE

23RD FLOOR

NEW YORK, NEW YORK 10018

(212) 928-3200

N.J. WATS: (800) 464-8808

FAX: (201) 292-1889

December 30, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: DEEPAN, INC.

800002048088--7
-01/07/97--01088--007
*****52.50 *****52.50

Dear Secretary of State:

Enclosed please find an original and one copy of Articles of Dissolution of the above captioned corporation and a check from the firm of Edwards & Antholis in the amount of \$52.50 in payment of the \$35.00 filing fee and \$17.50 with which we request that you forward the undersigned a certified copy of the Articles of Dissolution.

If there are any questions, please advise.

Very truly yours,

John K. Antholis

JKA:tls

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
DEEPAN, INC.**

The undersigned, being the sole stockholders of business corporation under the laws of the State of Florida, contained in the "Florida General Corporation Act" as amended hereby certifies as follows:

1. The name of the corporation is

DEEPAN, INC.

2. All of the issued and outstanding shares of common stock of DEEPAN, INC. were owned as of December 18, 1996 by

Richard M. Crowley 72 shares
John K. Antholis 28 shares

3. The undersigned shareholders at a regular meeting held on December 18, 1996, unanimously approved the dissolution of the Florida corporation, DEEPAN, INC., effective December 31, 1996.

4. The sole directors of the corporation as of December 18, 1996 were

Richard M. Crowley
John K. Antholis

5. The directors of DEEPAN, INC. met on December 18, 1996 and an appropriate resolution was unanimously adopted for the dissolution of DEEPAN, INC. effective December 31, 1996.


Richard M. Crowley
Shareholder-Director


John K. Antholis
Shareholder-Director

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