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April 24, 1998

Ms. Karen Gibson
Florida Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Mendelsohn Trading Corporation
FEIN 59-3019175

800002502808-7
-04/28/98-01003-017
*****35.00 *****35.00

Dear Ms. Gibson:

In accordance with our discussion today, I am enclosing the following materials pertaining to the dissolution of the referenced corporation:

1. Two duplicates of the manually signed Articles of Dissolution, each of which I request that you date stamp (recognizing that we want this to be effective April 30, 1998) and one of which I request you return to me.
2. A check from Mendelsohn Trading Corporation, payable to the Florida Department of State in the amount of \$35, as the filing fee.
3. A self-addressed return envelope to be used in returning the date-stamped duplicate of the recorded Articles of Dissolution.

Please call me at 813-228-8530, if you have any questions. Thank you for your help.

Sincerely,
SHEAR, NEWMAN, HAHN & ROSENKRANZ

William R. Paul
William R. Paul

WRP/jk
Enclosures
[0366760.WP]

WRP
4/28

FILED
APR 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
APR 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
MENDELSON TRADING CORPORATION

98 APR 27 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Dissolution of Mendelsohn Trading Corporation, a Florida corporation (the "**Corporation**"), have been prepared in accordance with Section 607.1403 of the Florida Statutes, in order to dissolve the Corporation; and pursuant to the aforesaid Section 607.1403, the undersigned President of the Corporation certifies as follows:

Article I. Name of Corporation. The name of the Corporation is Mendelsohn Trading Corporation.

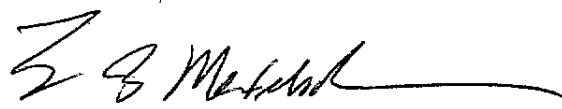
Article II. Date Dissolution Authorized. The dissolution of the Corporation was authorized by all of the shareholders and all of the directors on April 21, 1998.

Article III. Sufficient For Dissolution. The dissolution of the Corporation was approved by all of the shareholders, which approval was sufficient for such dissolution.

Article IV. Effective Date. The effective date of these Articles of Dissolution is April 30, 1998.

The undersigned has executed these Articles of Dissolution as of the 21st day of April 1998.

Mendelsohn Trading Corporation

By: 
Louis B. Mendelsohn, President