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DISSOLUTION

MARCON MANAGEMENT CORP., LTD.

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Corporate Dissolution

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**ARTICLES OF DISSOLUTION
OF
MARCON MANAGEMENT CORP., LTD.**

Pursuant to Section 607.1403, Florida Statutes, Marcon Management Corp., Ltd., a Florida corporation, hereby submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is Marcon Management Corp., Ltd. (the "Corporation")
- SECOND:** The Corporation's Articles of Incorporation were filed on January 23, 1981.
- THIRD:** Pursuant to Section 607.1402(2)(a), the dissolution of the Corporation was recommended to the shareholders by the Board of Directors effective September 20, 1999 by an Action by Unanimous Written Consent of the Sole Director of the Corporation, a copy of which is attached hereto as Exhibit "1" and made a part hereof.
- FOURTH:** Pursuant to Section 607.1402(2)(b), the dissolution of the Corporation was approved by the sole shareholder of the Corporation effective September 20, 1999, by an Action by Unanimous Written Consent of the Sole Shareholder of the Corporation, a copy of which is attached hereto as Exhibit "2" and made a part hereof.
- FIFTH:** The Corporation shall be dissolved effective January 1, 2000.

IN WITNESS WHEREOF, the following officer, being duly authorized, empowered and directed, has executed these Articles of Dissolution as of the 20th day of September, 1999.

MARCON MANAGEMENT CORP., LTD.

By: 

Marvin L. Arbuck, President

For C. Desnick Esquire
Florida Bar Number 0129542
Akenman, Sauterlitt & Eidson, P.A.
777 South Flagler Drive - Suite 900
West Palm Beach, Florida 33401

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EXHIBIT "1"

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE DIRECTOR OF
MARCON MANAGEMENT CORP., LTD.
IN LIEU OF A MEETING**

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**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE DIRECTOR OF
MARCON MANAGEMENT CORP., LTD.
IN LIEU OF A MEETING**

The undersigned, being the Sole Director of Marcon Management Corp., Ltd., a Florida corporation (the "Corporation"), hereby adopts the following Resolutions pursuant to Section 607.0205, Florida Statutes, which Resolutions are to have the same force and effect as if passed by unanimous vote of all of the Directors of the Corporation at a duly called and convened meeting thereof:

WHEREAS, as of January 1, 2000, (the "Effective Date"), the Sole Director believes it to be in the best interests of the Corporation to wind down and be dissolved, and

WHEREAS, in accordance with Section 607.1402, Florida Statutes, the Sole Director of the Corporation desires to dissolve the Corporation on the Effective Date pursuant to the Articles of Dissolution (the "Articles of Dissolution"), a copy of which is attached hereto as Exhibit "A."

NOW THEREFORE, be it

RESOLVED, that, as of the Effective Date, the Corporation shall wind down and be dissolved;

FURTHER RESOLVED, that the Corporation hereby adopts the Articles of Dissolution in the form attached hereto as Exhibit "A"; and

FINALLY RESOLVED, that the proper officers of the Corporation shall be and hereby are authorized, empowered and directed to take any and all actions necessary, appropriate or desirable in order to implement the foregoing Resolutions including, without limitation, to execute and file the Articles of Dissolution with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned, being the Sole Director of Marcon Management Corp., Ltd., does hereby execute this Action by Unanimous Written Consent of the Sole Director of Marcon Management Corp., Ltd., in Lieu of a Meeting as of the 20th day of September, 1999 for the purposes herein contained.

SOLE DIRECTOR:

By: 

Marvin L. Arquack, Sole Director

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EXHIBIT "2"

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
MARCON MANAGEMENT CORP., LTD.
IN LIEU OF A MEETING**

W1027561.1

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**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
MARCON MANAGEMENT CORP., LTD.
IN LIEU OF A MEETING**

The undersigned, being the Sole Shareholder of Marcon Management Corp., Ltd., a Florida corporation (the "Corporation"), hereby adopts the following Resolutions pursuant to Section 607.0704, Florida Statutes, which Resolutions are to have the same force and effect as if passed by unanimous vote of all of the shareholders of the Corporation at a duly called and convened meeting thereof:

WHEREAS, in accordance with Section 607.1402, Florida Statutes, the Sole Director of the Corporation adopted a Resolution to dissolve the Corporation as of the 1st day of January, 2000, (the "Effective Date") pursuant to the Articles of Dissolution (the "Articles of Dissolution"), a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, the Sole Shareholder believes it to be in the best interests of the Corporation to dissolve the Corporation on the Effective Date pursuant to the Articles of Dissolution

NOW, THEREFORE, Be It

RESOLVED, that the Sole Shareholder hereby approves of the Articles of Dissolution attached hereto as Exhibit "A";

FURTHER RESOLVED, that, as of the Effective Date, the Corporation shall be and hereby is dissolved, and

FINALLY RESOLVED, that the proper officers of the Corporation shall be and hereby are authorized, empowered and directed to take any and all actions necessary, appropriate or desirable in order to implement the foregoing Resolutions including, without limitation, to execute and file the Articles of Dissolution with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned, being the Sole Shareholder of Marcon Management Corp., Ltd., does hereby execute this Action by Unanimous Written Consent of the Sole Shareholder of Marcon Management Corp., Ltd., In Lieu of a Meeting as of the 20th day of September, 1999 for the purposes herein contained.

SOLE SHAREHOLDER

MARVIN ARBUCK INVESTMENTS, LTD.

By: 
Marvin L. Arbuck, President