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V SHEPARD MAY 2 8 2003

WOLPER ROSS INGHAM & CO.

c/o Mark Ross Services Corporation 400 Park Avenue, 18th Floor New York, NY 10022 (212) 355-5566

May 16, 2003

State of Florida Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

> Re: Wolper Ross Ingham & Co. Document Number F28585

Gentlemen:

-

Enclosed please find Articles of Dissolution for the above-referenced corporation. I have attached a copy of the corporation's recent Certificate of Status showing that it is in good standing with the State of Florida at this time.

Also enclosed is a check for \$43.75, covering the \$35 dissolution fee and \$8.75 for a certified copy of the dissolution. Please send the certified copy to the attention of the undersigned at the address shown above.

Thank you.

Sincerely,

Aba Filhans

Lisa Filloramo

/lf Encl.

ARTICLES OF DISSOLUTION

DIVISION OF CORPORATIONS 03 MAY 19 PM 3: 15

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Wolper Ross Ingham & Co.

SECOND: The date dissolution was authorized: May 9, 2003

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

·····	(voting group)	
Signed that	AM day of Man	.,2003
Signature Man	LE.RO	
(By th	e Chairman or Vice Chairman of the Board, President, or other offic	xer)
1	Mark E. Ross	
-	(Typed or printed name)	-
_	President	
-	(Title)	-