-John B. Pohl -

ATTORNEY AND COUNSELOR AT LAW

F84536

October 13, 1999

Florida Department of State Division of Corporations P.O. Box 6327 Tallahasse FL 32314

Mayfred International Inc.

Dear Sir or Madam:

I enclose for filing with your office the following:

- Certificate of Dissolution of Mayfred International Inc.
- Check made payable to the Florida Department of State in the amount of \$35.00.

Please call me if you have any questions. Thank you.

Very truly yours,

John B. Pohl

JBP:emb Enclosures

cc: Mark S. Kaneb, President

Gaffer Biswas, CPA

SECRETARY OF STATE VISION OF CORPORATION

Kulion F5 10-21-99

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLES OF DISSOLUTION

OF

MAYFRED INTERNATIONAL INC.

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

FIRST: The name of the corporation is: MAYFRED INTERNATIONAL INC.

SECOND: The date of dissolution was authorized: August 31, 1999.

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by vote of 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 fro approval by:

(voting group)

Signed this 10 day of September, 1999.

MAYFRED INTERNATIONAL INC.

Mark S. Kaneb, President