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CLARENCE F. FRAZIER

December 27, 1996

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

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-01/02/97--01041--022
*****35.00 *****35.00

Re: Associated Security Corporation of America, Inc.

Dear Sir or Madam:

Enclosed for filing is the original Articles of Dissolution for Associated Security Corporation of America, Inc. along with a copy of the Articles and our firm check for \$35.00 for the filing fee. Please stamp the enclosed copy of the Articles of Dissolution and return to me at the address shown above.

Sincerely,


Clarence F. Frazier

CFF/slw
Enclosure

cc: Mr. Charles E.R. Watson (without enclosures)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VS JAN 13 1997

**ARTICLES OF DISSOLUTION
FOR
ASSOCIATED SECURITY CORPORATION OF AMERICA, INC.**

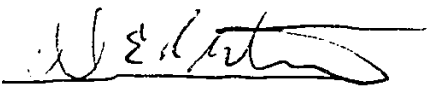
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned officer of the Corporation submits these Articles of Dissolution to the Department of State pursuant to §607.1403 of the Florida Statutes for the purpose of dissolving the Corporation and hereby sets forth the following:

1. The name of the Corporation is ASSOCIATED SECURITY CORPORATION OF AMERICA, INC., a Florida corporation.
2. Dissolution of the Corporation was unanimously approved and authorized by the shareholders and board of directors of the Corporation pursuant to an action by written consent in accordance with §607.1402 of the Florida Statutes on the 26th day of June, 1996.
3. The effective date of these Articles of Dissolution shall be the 31st day of December, 1996.


Charles E.R. Watson, President