



THE BERKSHIRE GROUP

H 74486

Legal Department

VIA FEDERAL EXPRESS

December 30, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002727981--8
-12/31/98--01052--016
*****35.00 *****35.00

Re: Articles of Dissolution for VB Holding Corp.

Dear Sir/Madam:

Enclosed please find Articles of Dissolution for VB Holding Corp., in duplicate, one to be filed and one to be file-stamped.

Also, enclosed is a check in the amount of \$35.00 to cover the filing fee. Please return the file-stamped copy to my attention in the enclosed Federal Express envelope as soon as possible. If you require further information, please contact me toll-free at (877) 523-7722 extension 1588.

Very truly yours,

Kristin L. Hicks
Kristin L. Hicks
Staff Attorney

KLH/ela
Enclosures

*Diss
1-12-99
DMS*

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

JAKLH98\SOSFL5.LTR

One Beacon Street, Suite 1500
Boston, Massachusetts 02108
Telephone: (617) 523-7722
Fax(Legal Department): (617) 556-1408

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is VB Holding Corp.

SECOND: The date dissolution was authorized 12-1-98

THIRD: Adoption of Dissolution

- 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.

Signed this 30th day of December, 1998.

Signature

Kristin L. Hicks
Name: Kristin L. Hicks

Title: Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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