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BROWARD FINANCIAL CENTRE
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January 17, 1997

File No. 19712.0001

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

200002064972--7
-01/22/97--01139--016
*****96.25 *****96.25

Re: Articles of Dissolution of Rainbow Security Systems, Inc.

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Dissolution of Rainbow Security Systems, Inc. and a check made payable to the Secretary of State in the amount of ninety-six dollars and twenty-five cents (\$96.25) in payment of:

- | | |
|--|----------------|
| 1. The filing fee for the Articles of Dissolution | \$35.00 |
| 2. One (1) certified copy of the Articles of Dissolution | \$52.50 |
| 3. A Certificate of Status | <u>8.75</u> |
| | \$96.25 |

Please send us a certified copy of the Articles of Dissolution in the enclosed stamped envelope.

If you have any questions, please do not hesitate to contact us.

Sincerely yours,

Steve L. Wasserstein
STEVE L. WASERSTEIN
For the Firm
SLW/mae

Encs.

cc: William N. Ross, President
Mark Cohen, C.P.A.

WOLDIS
DKB
1/28

97 JAN 21 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7777 Glades Road
Boca Raton, Florida 33434
(800) 483-7000
Telecopy (800) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 891-8910
Telecopy (904) 891-0792

800 North Orange Avenue
Orlando, Florida 32801
(407) 839-4300
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 575-0400
Telecopy (305) 575-0443

100 North Tampa
Suite 5500
Tampa, FL 33602
(813) 225-0000
Telecopy (813) 225-3000

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 838-9300
Telecopy (561) 838-1100

800 East Ocean Blvd.
Suite 128
Stuart, Florida 34904
(888) 883-8000
Telecopy (407) 801-0802

ARTICLES OF DISSOLUTION
OF
RAINBOW SECURITY SYSTEMS, INC.

FILED
97 JUN 21 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, this Florida corporation submits the following Articles of Dissolution:

ARTICLE I

NAME

The name of this corporation is RAINBOW SECURITY SYSTEMS, INC. ("Corporation").

ARTICLE II

DATE OF DISSOLUTION

The dissolution of Corporation was authorized on April 23, 1996.

ARTICLE III

ADOPTION OF DISSOLUTION

The dissolution of Corporation was approved by its sole shareholder. The number of votes cast for dissolution was sufficient for approval.

ARTICLE IV

EFFECTIVE DATE

The effective date of this dissolution shall be the date these Articles of Dissolution are filed by the Florida Secretary of State.

Dated the 1 day of October, 1996.


WILLIAM H. ROSS, PRESIDENT