K17007

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December 20, 2000

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -2 PM 5:36

Re: PAAR, Inc.

Dear Sir:

As to the above-referenced corporation, enclosed you will find for filing the original Certificate and one copy of the duly executed Articles of Dissolution. Enclosed you will find our firm's check in the amount of $ 35.00 to cover the filing costs.

If you have any questions concerning this matter, please give me a call.

Sincerely,

Dennis E. Hayes

DEH/sm
Encs.
cc: Mrs. Martha L. Oakes (w/encl.)
Mr. Kevin Driscoll (w/o encl.)
Mr. Harold Elkins (w/o encl.)
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ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to Section 607.1402 and 607.1403 of the Florida Statutes, the undersigned hereby certifies that:

1. PAAR, Inc. "Corporation"), was incorporated under the laws of the State of Florida effective March 7, 1988, by document number K17007.

2. By Written Consent of all Shareholders effective November 1, 2000, the dissolution of the Corporation effective December 31, 2000, was authorized and approved by a unanimous vote of the sole shareholder of the Corporation;

3. The number of votes cast by the shareholders for dissolution was sufficient for approval of the dissolution upon the terms proposed;

4. Pursuant to Section 607.1403 of the Florida Statutes, the Secretary of State for the State of Florida is hereby directed to dissolve the Corporation on the effective date of such dissolution which is December 31, 2000.

DATED as of this 1st day of November, 2000.

PAAR, INC.

By Martha L. Oakes
Its President
Martha L. Oakes
Sole Shareholder

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