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FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, CONTACT: SUSAN OSBORNE PHONE: (954)761-2910

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: DELPHI KEY, INC.

AUDIT NUMBER...... H98000008288

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ACCT#: 076077000521

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 1, 1998

DELPHI KEY, INC. 22 ST CLAIR EAST SUITE 1700 TORONTO, ONTARIO CAN. M4T253.

SUBJECT: DELPHI KEY, INC. REF: K50037

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The preparer's statement is illegible and not suitable for imaging.

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Darlene Connell Corporate Specialist FAX Aud. #: #98000008288 Letter Number: 098A00024121

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000008288

ARTICLES OF DISSOLUTION FOR DELPHI KEY, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned Florida corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- 1. The name of the corporation is DELPHI KEY, INC., a Florida corporation (the "Corporation"), document number K50037.
- 2. The dissolution of the Corporation was authorized by a Joint Corporate Action of the Board of Directors and Shareholders of the Corporation dated March 31, 1998.

These Articles of Dissolution shall be effective as of March 31, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of Mag. 31/98 . 1998.

DELPHI KEY, INC.

Arnold Cader, President

98 MAY - 4 PM 4: 2

Prepared by: Michael H. Krul, Esq., FL Bar #0196954 Ruden McClosky, et al., P.O. Box 1900 Fort Lauderdale, Florida 33301 (954) 764-6660