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DISSOLUTION

REALLY INNOVATIONS, INC.

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ARTICLES OF DISSOLUTION
OF REALLY INNOVATIONS, INC.

EFFECTIVE DATE
9/30/98

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is REALLY INNOVATIONS, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution of the Corporation was authorized on September 1, 1998.

ARTICLE III - APPROVAL OF DISSOLUTION

The dissolution was approved by the directors and the shareholders of the Corporation by written consent dated September 1, 1998, pursuant to Section 607.0704 of the Florida Statutes.

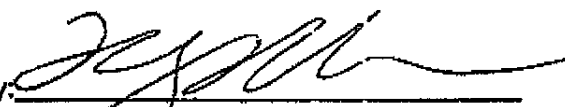
The number of votes cast in favor of dissolution was sufficient for approval.

ARTICLE IV - EFFECTIVE DATE OF DISSOLUTION

The Corporation shall be dissolved effective September 30, 1998.

Dated this 1st day of September, 1998.

REALLY INNOVATIONS, INC.

By: 
REALLY P. NOLEN, President

THIS DOCUMENT PREPARED BY:

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