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September 5, 2001

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

Re: Dissolution of W-L Bay Corp.

Dear Sir/Madam:

I enclose the following:

1. Articles of Dissolution for the above corporation.
2. A check for \$43.75 for the dissolution filing fee and a Certificate of Status

Please forward the Certificate of Status by return mail.

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

Yours sincerely,

Arvin Peltz

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TALLAHASSEE, FLORIDA

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W-L BAY CORP.
ARTICLES OF DISSOLUTION

W-L Bay Corp., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is W-L Bay Corp. (the "company").

SECOND: The shareholders of the company approved the dissolution of the company on the 12th day of SEPT., 2001.

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: 12th day of SEPT, 2001

W-L Bay Corp.

By: W. Peter Teuling

Name: W. Peter Teuling

Title: V.P.

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