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October 9, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002319041--S  
-10/13/97--01104--021  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: PHD Holdings, Inc.

Dear Sirs:

Enclosed for filing are Articles of Dissolution of the above corporation together with a check payable to the Department of State in the amount of \$96.25 to cover the filing fee and your charges for a certified copy of the filing and a certificate of status.

If you have any questions, please call the undersigned at any time.

Very truly yours,

*R. Leigh Duemler*  
R. Leigh Duemler

FILED  
97 OCT 13 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 17 1997

ARTICLES OF DISSOLUTION

OF

PHD HOLDINGS, INC.

Pursuant to Section 607.1403, Florida Statutes

FILED  
97 OCT 13 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the corporation to be dissolved is PHD HOLDINGS, INC.

ARTICLE 2 - DATE DISSOLUTION AUTHORIZED

The dissolution of PHD HOLDINGS, INC. was authorized on <sup>September</sup> ~~July~~ 9, 1997.

ARTICLE 3 - APPROVAL

The dissolution of PHD HOLDINGS, INC. was approved by the unanimous written consent of its shareholders, which was sufficient for approval.

ARTICLE 4 - EFFECTIVE DATE

The effective date of these Articles of Dissolution is the date of filing thereof by the Department of State.

IN WITNESS WHEREOF, the undersigned President of PHD HOLDINGS, INC. has signed these Articles of Dissolution this 9<sup>th</sup> day of ~~July~~ <sup>September</sup>, 1997.

*September,*  
*PHD*

  
Richard G. Primeau, President