

M12224

March 13, 1998

Florida Department of State

Gentlemen:

Enclosed please find articles of dissolution for X-Off, Incorporated - a Florida corporation.

My telephone number is (305) 271-9345 and return address is:

Craig P. Bennett
9501 S.W. 97th Street
Miami, Florida 33176

Thank you,



Craig P. Bennett

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FILED
98 MAR 18 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jew 3/19

Vol. DISS.

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED
98 MAR 18 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: X-OFF, INC

59-2501767

SECOND: The date dissolution was authorized: 12/31/97

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

ALL

(voting group)

Signed this 13 day of MARCH, 19 1998.

Signature Craig P. Bennett
(By the Chairman or Vice Chairman of the Board, President, or other officer)

CRAIG P. BENNETT
(Typed or printed name)

PRESIDENT
(Title)