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POWELL GOLDSTEIN FRAZER & MURPHYLLP ATTORNEYS AT LAW ATLANTA

 WASHINGTON RESIDENT IN ATLANTA OFFICE DIRECT DIAL: (404) 572- 6776 KCIVINS@PGFMLCOM

June 25, 2004

VIA U.S. MAIL

Secretary of State Amendment Section, Division of Corporations PO Box 6327 Tallahassee, FL 32314

Re: Articles of Dissolution of Heritage Air, Land, & Sea Exhibition & Restoration Foundation, Inc.

Dear Sir or Madam:

Please accept for filing the following:

- Original and copy of Articles of Dissolution of Heritage Air, Land, & Sea Exhibition & Restoration Foundation, Inc.; and
- 3. Check made payable to the Secretary of State in the amount of \$43.75 to cover the filing fee and a certified copy of the dissolution.

Also enclosed is an additional copy of the Articles of Dissolution to be stamped-filed and returned in the enclosed self-addressed envelope.

If you have any questions, please call me. Thank you for your assistance in this regard.

Sincerely,

Kimberly Civins

For Powell, Goldstein, Frazer & Murphy LLP

Enclosures

cc:

John D. Marshall Stephanie B. Casteel

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ARTICLES OF DISSOLUTION OF HERITAGE AIR, LAND, & SEA EXHIBITION & RESTORATION FOUNDATION, INC.

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

I.

The name of the corporation is HERITAGE AIR, LAND, & SEA EXHIBITION & RESTORATION FOUNDATION, INC.

II.

The articles of incorporation were filed on December 26, 2002.

III.

The corporation has not commenced to conduct its affairs.

IV.

No debts of the corporation remain unpaid.

V.

The dissolution was authorized by a majority of the directors.

Signed this 15th day of January, 2004

JOHN D. MARSHALL

STEVE SANDBERG

RANK SANDBERG

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