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NO. 2006

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DISSOLUTION OR WITHDRAWAL
ONE BY ONE, INC.

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ARTICLES OF DISSOLUTION

OF

ONE BY ONE, INC.

Pursuant to Section 617.1403, Florida Statutes, ONE BY ONE, INC., Florida not-for-profit corporation (the "*Corporation*") submits the following Articles of Dissolution:

- FIRST:** The name of the Corporation as currently filed with the Florida Department of State is ONE BY ONE, INC.
- SECOND:** The document number of the Corporation is: N09000004102.
- THIRD:** The Corporation has no members. Dissolution in accordance with the Florida Business Corporation Act and the Plan of Liquidation attached hereto as Exhibit "A" was authorized by the unanimous written consent of the Board of Directors of the Corporation on December 21, 2009.
- FOURTH:** The effective date of dissolution is December 31, 2009.

ONE BY ONE, INC.

By: 

Kristin Fremba

Its:

Executive Director

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ARTICLES OF DISSOLUTION

OF

ONE BY ONE, INC.

Exhibit "A"

[The Plan of Liquidation approved by the Board of Directors of the Corporation
appears on the following pages]

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PLAN OF LIQUIDATION

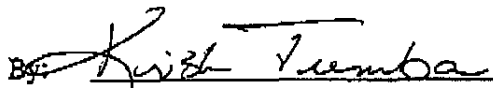
THIS PLAN OF LIQUIDATION (this "*Plan*") of ONE BY ONE, INC., a New York not-for-profit corporation domesticated in the State of Florida (the "*Corporation*"), is made as of the 21st day of December, 2009 in accordance with the Florida Business Corporation Act (the "*Act*").

1. The Corporation shall be voluntarily dissolved, such dissolution to be effective as of December 31, 2009.
2. The President (Executive Director) shall be individually authorized and directed, at any time after the date hereof, to file Articles of Dissolution with the Department of State of the State of Florida in accordance with §617.1403 of the Act.
3. After payment of the Corporation's debts or provision therefore (it being understood that there are no such debts at the present time), the President (Executive Director) shall cause the Corporation to distribute all of the remaining property of the Corporation, subject to limitations permitting such property's use for only charitable, religious, eleemosynary, benevolent, educational or similar purposes, to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the Corporation, in accordance with the Articles of Incorporation or the Bylaws of the Corporation, to the extent the same provide for such distribution, such distribution to be made as promptly as practicable after collection of all amounts due and payable to the Corporation, or becoming due and payable to the Corporation after the date hereof.
4. Notwithstanding the foregoing, the dissolution of the Corporation may be revoked in accordance with §617.1404 of the Act.

THE UNDERSIGNED HEREBY certifies that the Corporation has no members and, further, that this Plan of Liquidation was adopted by the unanimous written consent of the Board of Directors on December 21, 2009.

IN WITNESS WHEREOF, the undersigned has caused this Plan of Liquidation to be duly executed as of the day and year first above written.

CORPORATION

By: 
Kristin Tremba
Title: President (Executive Director)

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