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Division of Corporations
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DISSOLUTION

HEMSUN LIQUIDATION COMPANY

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ARTICLES OF DISSOLUTION

OF

HEMSUN LIQUIDATION COMPANY

Pursuant to section 617.1402, Florida Statutes, this corporation submits the following Articles of Dissolution:

1. The name of the Corporation is **HEMSUN LIQUIDATION COMPANY** (Florida Document No. N97000000218).

2. The Articles of Incorporation of the Corporation were filed with the Secretary of State on January 15, 1997.

3. Dissolution of the Corporation was authorized by the members of the Board of Directors of the Corporation and its sole Member pursuant to a *Written Consent of the Board of Director and Sole Member* of the Corporation, dated March 23, 2004, which vote, being unanimous, was sufficient for approval.

4. These Articles of Dissolution shall be effective upon filing with the Florida Department of State.

DATED the 23 day of March, 2004.

HEMSUN LIQUIDATION COMPANY

a Florida non-profit corporation

By: 

Brian McDonald, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HEMSUN LIQUIDATION COMPANY

PLAN OF DISTRIBUTION OF ASSETS

Pursuant to Section 617.1406, Florida Statutes, the undersigned officer of **HEMSUN LIQUIDATION COMPANY**, a Florida not for profit corporation (the "Corporation") certifies as follows:

1. On March ~~23~~ 2004, following the recommendation of the Board of Directors of the Corporation, the sole member of the Corporation approved the dissolution of the Corporation and, in compliance with the provisions of Section 617.1406(2), adopted the following Plan of Distribution of Assets

PLAN OF DISTRIBUTION OF ASSETS

Following the dissolution of the Corporation, its assets shall be distributed in the following manner:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged in accordance with the provisions of Section 617.1406(3)(a);
- (b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, shall be returned, transferred or conveyed in accordance with such requirements and provisions of Section 617.1406(3)(b) (the Corporation has no assets subject to Section 617.1406(3)(b));
- (c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed 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 such requirements and provisions of Section 617.1406(3)(c) (the Corporation has no assets subject to Section 617.1406(3)(c));
- (d) Pursuant to the provisions of Article VIII of the Corporation's Articles of Incorporation, as amended, all of the remaining assets of the Corporation shall be distributed to the sole member of the Corporation.

FROM

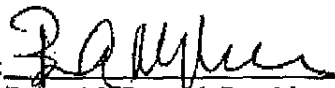
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2. The undersigned, as the President of the Corporation, hereby certifies in accordance with the provisions of Section 617.1406(4) that the Corporation has complied with the provisions of Section 617.1406(1).

DATED this 23 day of March, 2003.

HEMSUN LIQUIDATION COMPANY

By: 
Brian McDonald, President

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