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December 16, 2001

Florida Department of State
Division of Corporations - Amendments Unit
PO Box 6327
Tallahassee, FL 32314

8000004735678--9
-12/21/01--01031--009
*****35.00 *****35.00

Re: Talon Air Inc.

Dear Sir/Madame:

Enclosed are the Articles of Dissolution for the above-referenced corporation, along with the company's check in the amount of \$35.00 for the filing fee.

Thank you for your assistance.

Sincerely,


Robert E. Mann

REM/

TALONDISDOS.LTR

FILED
01 DEC 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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dissol
1-2-02

ARTICLES OF DISSOLUTION

TALON AIR INC., a Florida corporation (Document Number P00000002420), executes the following Articles of Dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is **TALON AIR, INC.** (the "company")

SECOND: The shareholders of the company approved the dissolution of the company on December 1, 2001.

The effective date of the dissolution shall be December 31, 2001.

THIRD: Dissolution was approved by the shareholders. The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

Signed this 1st day of December, 2001 in Boca Raton, FL



Robert E. Mann
Title: Secretary / Treasurer

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TALLAHASSEE, FLORIDA