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Qapp Systems, Corp.

15141 SW 170th Terrace * Miami, FL 33187

Business: (305)259-3039

Fax: (305)259-3039

December 28, 2001

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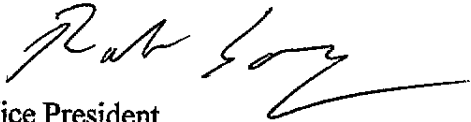
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*****44.75 *****43.75

Florida Department of State:

We at Qapp Systems Corporation have decided to cease doing business and have attached the articles of dissolution form with this cover letter. In addition there is check for filing fee and certified copy for the amount of \$44.75.

Sincerely,



Vice President
Ruben Soliz

FILED
02 JAN -3 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN JAN 11 2002

ARTICLES OF DISSOLUTION

FILED
02 JAN -3 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: Rapp Systems Corporation

SECOND: The date dissolution was authorized: 12-28-2001

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

_____ (voting group)

Signed this 28 day of December, 2001.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Ruben Soliz
(Typed or printed name)

Vice-President
(Title)