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Not for Profit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
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OTHER FILINGS	REGISTRATION/QUALIFICATION
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Examiner's Initials

Law Offices

HOLLAND & KNIGHT LLP

701 Brickell Avenue, Suite 3000 P.O. Box 015441 (ZIP 33101-5441) Miami, Florida 33131

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December 11, 2000

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LIANA LIMA TOMMASI (305) 789-7537

Internet Address: @hklaw.com

Florida Department of State Attn: Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

> Re: DFI Acquisition Corp., (the "Corporation")

Dear Sir or Madam:

Enclosed please find our firm's check in the amount of \$35.00 made payable to the Department of State which covers the cost incurred for dissolving the above-captioned Florida Corporation. Please return to our office a stamped copy for our records.

Should you have questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

HOLLAND & KNIGHT LLP

Liana Lima Tommasi Corporate Paralegal

/llt Enclosure MIAI #992814 v1

ARTICLES OF DISSOLUTION

OF

DFI ACQUISITION CORP.

The undersigned, being the Vice President of DFI ACQUISITION CORP., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submits the following:

ARTICLE I

The name of the corporation is DFI ACQUISITION CORP.

ARTICLE II

The dissolution was authorized on November 7th, 2000.

ARTICLE III

The dissolution was approved by written consent of the sole shareholder of the Corporation, and therefore the number of votes cast for dissolution was sufficient for approval.

ARTICLE IV

These Articles of Dissolution shall be effective upon filing with the Secretary of State.

The undersigned Vice President, for the purpose of dissolving DFI ACQUISITION CORP. under the laws of the State of Florida, has executed these Articles of Dissolution as of this <u>7th</u> day of November, 2000.

Andrew C. Hill, Assistant Secretary