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DATE: 07-31-01

NAME: RED HILL, INC.

TYPE OF FILING: ARTICLES OF DISSOLUTION

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ABBIE/PAUL HODGE

13/10/

ARTICLES OF DISSOLUTION

OF

RED HILL, INC.



Pursuant to the provisions of Section 607.1403 of the Florida Statutes, Red Hill, Inc. (the "Corporation"), by and through its undersigned President, adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the Corporation is Red Hill, Inc.
- 2. Dissolution was authorized by the shareholders of the Corporation on July <u>10</u>2001.
- 3. The number of shares cast by the shareholders of the Corporation in favor of dissolution was sufficient for approval.
- 4. Voting groups are not required.

Dated this of July, 2001.

Red Hill, Inc.

By:_

Michael Hartman, President