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FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
01 FEB 26 AM 8:01

February 1, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/26/01--01058--010
*****43.75 *****43.75

Re: Articles of Dissolution of Sands River Wireless, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution and a check for \$43.75 for filing fee and certificate of status for Sands River Wireless, Inc.

Please send a copy of the filed Articles of Dissolution and the certificate of status to the following address:

Shutts & Bowen, LLP
Attn: Diego L. Restrepo, Esq.
1500 Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131

Thank you in advance for your prompt attention to this matter. Should you have any questions, please do not hesitate to call me at (305) 415-9051.

Very truly yours,


Diego L. Restrepo

Enclosures

cc: Mr. David Rahamin
Dario Perez, Esq.

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V. SHEPARD MAR 1 2001

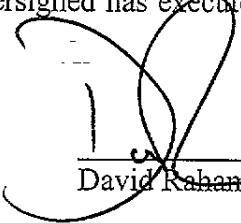
**ARTICLES OF DISSOLUTION
OF
SANDS RIVER WIRELESS, INC.**

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DIVISION OF CORPORATIONS
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Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation submits the following Articles of Dissolution to the Department of State of the State of Florida:

1. The name of the corporation is SANDS RIVER WIRELESS, INC. (the "Corporation").
2. The dissolution of the Corporation was authorized on January 31, 2001.
3. The dissolution of the Corporation was approved by the unanimous written consent of the shareholders of the Corporation, and such written consent is sufficient for approval of the Corporation's dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of January 31, 2001.



David Rahamin, President