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DISSOLUTION OR WITHDRAWAL

HOWARD CHATOFF CORP.

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**ARTICLES OF DISSOLUTION  
OF  
HOWARD CHATOFF CORP.**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, these Articles of Dissolution provide that:

**ARTICLE I - NAME**

The name of the corporation is HOWARD CHATOFF CORP. (the "Corporation").

**ARTICLE II - DATE DISSOLUTION AUTHORIZED**

The dissolution was authorized As of December 2, 2006.

**ARTICLE III - SHAREHOLDER APPROVAL**

In accordance with the provisions of Sections 607.1402(6) and 607.0704 of the Florida Business Corporation Act, the dissolution was authorized, adopted and approved by the written consent of all of the holders of the Corporation's issued and outstanding shares and such shares represent a sufficient number required for said approval.

**IN WITNESS WHEREOF**, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer As of December 2, 2006.

HOWARD CHATOFF CORP.

By:   
Howard Chatoff, President