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DIVISION OF CORPORATIONS

DISSOLUTION
CENTURY MATRIX, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR -6 PM 4:17

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
CENTURY MATRIX, INC.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1403, Fla. Stat., CENTURY MATRIX, INC. (the "Corporation") adopts these Articles of Dissolution:

- FIRST: The name of this Corporation is CENTURY MATRIX, INC.
- SECOND: Pursuant to Sections 607.1402(6) and 607.0704, Fla. Stat., the dissolution was authorized and approved by written consent of a majority of the shareholders of the Corporation dated as of December 31, 2002.
- THIRD: The number of votes cast in favor of the dissolution was sufficient for approval.
- FOURTH: Pursuant to Section 607.0123(1)(a), Fla. Stat., these Articles of Dissolution will take effect at the date of filing, as evidenced by such means as the Florida Department of State may use for the purpose of recording the date of filing.

Dated: February 24, 2003.

CENTURY MATRIX, INC.

By: 
JOHN SCARAMELLA, President and Secretary

Prepared By:
Mark L. Nowak, ESQ.
FLORIDA BAR NO. _____
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

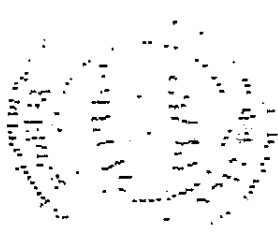
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STATE OF Vermont)
COUNTY OF Rutland)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOHN SCARALIA, in his capacity as President of CENTURY MATRIX, INC., who is personally known to me and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of February, 2003.





Notary Public

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