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Division of Corporations

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Florida Department of State  
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**DISSOLUTION OR WITHDRAWAL**

**LIESEGANG CORPORATION**

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**ARTICLES OF DISSOLUTION  
OF  
LIESEGANG CORPORATION**

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:*

- FIRST:** The name of the corporation as currently filed with the Department of State:  
LIESEGANG CORPORATION.
- SECOND:** The document number of the corporation: P03000059936
- THIRD:** The date dissolution was authorized: January 20, 2006  
Effective date of dissolution if applicable: January 20, 2006
- FOURTH:** Dissolution was approved by the shareholder due to the corporation's insolvency.  
The number of votes cast for dissolution was sufficient for approval.
- FIFTH:** The Liquidator of the Corporation shall be Olaf Hampel.

Signed this 20 day of JAN, 2006.

Sole Shareholder

By: 

Print Name: Olaf Hampel, Sole Shareholder

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**PLAN OF COMPLETE LIQUIDATION**

**OF**

**LIESEGANG CORPORATION**

As of January 20, 2006, the shareholders of LIESEGANG CORPORATION, (the "Company") approve and hereby evidence adoption of the Plan of Complete Liquidation through the Shareholder's Consent in Writing of even date and its execution hereof.

The Effective Date of the complete liquidation of the Company shall be on or before January 23, 2006, as determined by the Board of Directors.

**I. PLAN OF COMPLETE LIQUIDATION**

The Company shall be dissolved and completely liquidated according to the following procedures:

1. Within thirty (30) days of the date hereof, the President will cause to be filed Form 966 with the Internal Revenue Service, together with a certified copy of this Plan and adopting resolutions.
2. No later than the Effective Date, the Company shall be dissolved under Section 607.1403, Fla. Stat. and Articles of Dissolution shall be duly executed and filed with the Secretary of State, State of Florida, as soon as possible.
3. No later than the Effective Date, all of the assets and liabilities of the Company will be transferred on a pro-rata basis to all of the shareholders.

**II. CANCELLATION OF THE SHARES**

The authorized equity of the Company is 1000 shares of common capital stock at par value of \$1.00 per share, of which 501 are issued, outstanding, fully paid and held of record by the Company's sole shareholder. Upon distribution to the shareholders of all of the Company's assets, free of or subject to any unpaid liabilities, all shares shall be redeemed and canceled.

**III. AUTHORIZATION**

Olaf Hampel is hereby empowered, authorized, and directed to carry out the provisions of this plan, and to adopt any further amendments thereto or to take such other actions that may be necessary or desirable to accomplish the dissolution and complete liquidation of the Company.

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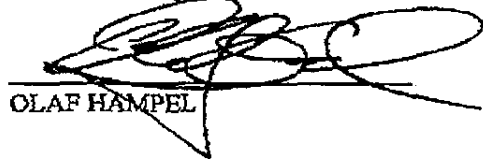
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[Signature Page- Plan of Complete Liquidation LIESEGANG CORPORATION]

DATED this 20 day of Jan 2006.

SOLE SHAREHOLDER:

  
OLAF HAMPEL