

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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P30804
January 13, 1999

Sandra B. Mortham
Secretary of State
State of Florida
Foreign Qualification/Tax Lien Section
P.O. Box 6327
Tallahassee, Florida 32314

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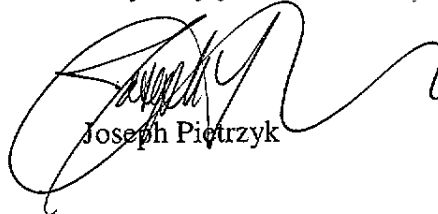
Re: Vari-X, Inc. (FEI #: 95-2949907; Charter #: P30804)

Dear Mrs. Mortham:

This is in response to your letter dated December 11, 1998. Pursuant to the instructions contained in that letter, please find attached a Certificate of the Secretary of Vari-X, Inc., a California corporation, certifying that it has been conditionally dissolved by the Secretary of State of the State of California. I trust that the attached resolves this matter.

If you have any questions or require any additional information, please contact me at the number printed above.

Very truly yours,



Joseph Pietrzyk

Enclosure

cc: Jack O'Malley
Gina Chesney

Certificate of the Secretary of
VARI-X, Inc.
(a California Corporation in Dissolution)

I, John M. O'Malley, the undersigned, do hereby certify that

- (a) I am the Secretary of Vari-X, Inc; and
- (b) I am aware that Vari-X, Inc. no longer maintains a valid certificate of authority to transact business in the State of Florida, as required by Florida Statutes § 607.1501 and that said certificate of authority was revoked on September 26, 1997 and the corporation is no longer authorized to transact business in Florida; and
- (c) on December 17, 1998, the sole shareholder of Vari-X, Inc. authorized the dissolution of Vari-X, Inc. and the filing of a Certificate of Dissolution with the Secretary of State of the State of California; and
- (d) on December 22, 1998, Vari-X, Inc. submitted with the Secretary of State of the State of California a Certificate of Dissolution, which was filed as a conditional dissolution; and
- (e) upon its dissolution, Vari-X, Inc., assigned, transferred and conveyed all of its assets and liabilities to its parent corporation; and
- (f) following its dissolution, Vari-X, Inc., no longer transacts business in Florida within the meaning of Florida Statutes § 607.1501 and is not required to reinstate its certificate of authority to transact business in Florida.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 12th day of January, 1999.



John M. O'Malley
Secretary

VARI-X, INC.
FEI #: 95-2949907
Charter #: P30804