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CURTIS N. FLAJOLE
SALLY R. MURRAY

May 12, 2000

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Waterford, Inc.
Airland, Inc.
Cedar Land, Inc.
Articles of Dissolution
Our File No. 26-1

Dear Sir or Madam:

Enclosed herein for filing, please find the originals of the Articles of Dissolution regarding the above referenced corporations. Also enclosed, please find our firm check in the amount of \$105.00, representing the filing fees (\$35.00 each). It is my understanding that once these Articles of Dissolution have been filed, we may obtain copies via facsimile at no extra charge.

Sincerely yours,

Eileen M. Heasley

Eileen M. Heasley, CLA
Legal Assistant

/emh

Enclosures

FILED
00 MAY 15 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wolden

T. LEWIS MAY 24 2000

ARTICLES OF DISSOLUTION FOR
WATERFORD, INC.

FILED
00 MAY 15 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, WATERFORD, INC., a Florida corporation for profit, hereby submits the following Articles of Dissolution:

1. The name of the Corporation is WATERFORD, INC.
2. The day on which the dissolution of the Corporation was authorized is the 28th day of April, 2000. Effective Date May 31, 2000.
3. Adoption of Articles of Dissolution WATERFORD, INC. was approved by the sole Shareholder of said Corporation, Cedar Holdings, Inc., a Florida corporation, organized and existing under the laws of the State of Florida, as reflected on the Statement of Intent to Dissolve WATERFORD, INC. by Written Consent of the Shareholders attached hereto and incorporated herein as Exhibit "A". The number of votes cast for dissolution was unanimous and therefore sufficient for approval under the Bylaws of said Corporation.

Signed this 28th day of April, 2000.

WATERFORD, INC.,
a Florida corporation

By: _____

Andrew Kouri
President

STATEMENT OF INTENT TO DISSOLVE
WATERFORD, INC.
BY WRITTEN CONSENT OF THE SHAREHOLDERS

Pursuant to the provisions of Section 607.1403(6) of the Florida Statutes, WATERFORD, INC., hereby submits the following statement of intent to dissolve the Corporation upon the written consent of all of the Shareholders:

1. The name of the Corporation is WATERFORD, INC.
2. The Shareholders of record of WATERFORD, INC., owning all of the outstanding and issued shares of the stock of said Corporation, hereby authorize the dissolution of the Corporation, acting pursuant to, and in accordance with, Section 607.0704 of the Florida Statutes.

CEDAR HOLDINGS, INC.,
a Florida corporation

By: 
Donald Kouri
President

Dated the 28th day of April, 2000