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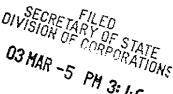




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ARTICLES OF DISSOLUTION

03 MAR -5 PM 3: 46

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: <u>SOUTHERN PRIDE AVIATION, INC.</u>
SECOND:	The date dissolution was authorized: December 30, 2002
THIRD:	Adoption of Dissolution (CHECK ONE)
M	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
	Dissolution was approved by vote of the shareholders through voting groups.
	The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve.
	The number of votes cast for dissolution was sufficient for approval by
	(voting group)
Signature	Signed this 30th day of December , 2002
orgnaturo	(By the Chairman or Vice Chairman of the Board, President, or other officer)
-	JOHN C. BYERS (Typed of printed name)
	PRESIDENT (Title)