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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

December 27, 1999

**CERTIFIED MAIL, RETURN
RECEIPT REQUESTED: Z178 398 356**

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: 1-800-TAKE-OFF, Inc.

Dear Sir/Madam:

Enclosed please find two (2) originals of the Articles of Dissolution for the above referenced corporation. Upon filing of same, please return one (1) certified copy stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested document, along with our check in the amount of \$43.75 for the following:

Filing fee for Articles:	\$35.00
Certified copy:	<u>\$ 8.75</u>
TOTAL:	\$43.75

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-12/30/99-01014-009
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EFFECTIVE DATE
12-31-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

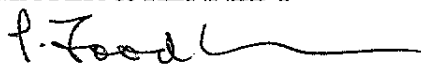
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Secretary of State
December 27, 1999
Page 2

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY

A handwritten signature in dark ink, appearing to read "P. Todd Kennedy", with a long horizontal flourish extending to the right.

P. Todd Kennedy

PTK/tas

Encl.

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**ARTICLES OF DISSOLUTION
OF
1-800-TAKE-OFF, INC.**

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

- FIRST:** The name of the Corporation is 1-800-Take-Off, Inc. **EFFECTIVE DATE**
12-31-99
- SECOND:** The date dissolution was authorized is December 21, 1999.
- THIRD:** The effective date of the dissolution is December 31, 1999.
- FOURTH:** Dissolution was approved by the Shareholders. The number of votes cast for dissolution was sufficient for approval. The Corporation has no voting groups.

Signed this 21st day of December, 1999.

1-800-TAKE-OFF, INC

By: 

Craig H. Roberts, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA