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FILED
98 MAY 28 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

21 May, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002539135--5
-05/28/98--01058--002
*****87.50 *****87.50

Re: Hapaz Aviation Accessories, Inc.


Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Dissolution and Shareholders' Consent to Corporate Dissolution for the above-referenced corporation.

Also enclosed is our check in the amount of \$87.50, representing filing fees and a certified copy fee. Thank you in advance for your prompt attention in filing these documents.

If you require anything further from my office, please contact me at any time.

Very truly yours,


Robert L. Feldman

RLF:mt
enclosure

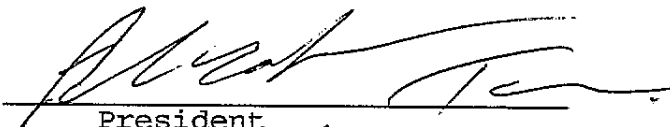
Vol 1015
P106
5-28

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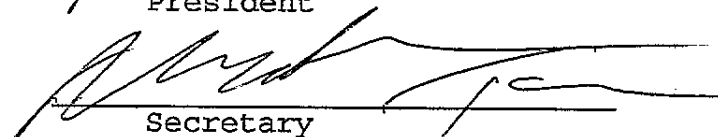
ARTICLES OF DISSOLUTION

1. The name of the corporation is HAPAZ AVIATION ACCESSORIES, INC.
2. The dissolution of the corporation was authorized on 20 May, 1998.
3. The number of votes cast by the shareholders in favor of dissolution was sufficient for approval.
4. Each shareholder of the corporation was notified of the proposed shareholders meeting pursuant to the requirements of the Florida Statutes.
5. A written consent of the shareholders to dissolve is attached. The written consent has been signed by all shareholders of the corporation entitled to vote.

Dated this 20th day of May, 1998.



President



Secretary

STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, on this 20th day of May, 1998, personally appeared before me, ABRAHAM TAMIR, to me known, and, after first being cautioned and sworn, stated that he signed the above Articles of Dissolution.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, State of Florida, this 20th day of May, 1998.

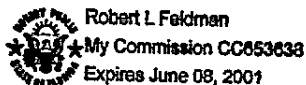


NOTARY PUBLIC - STATE OF FLORIDA

TYPED NAME: Robert L. Feldman

COMMISSION #: CC653638

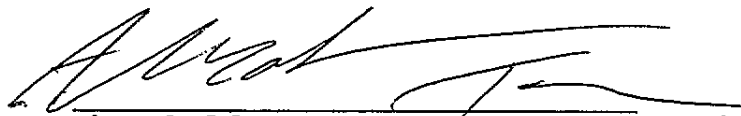
My commission expires:



SHAREHOLDER'S CONSENT TO VOLUNTARY CORPORATE DISSOLUTION
OF
HAPAZ AVIATION ACCESSORIES, INC.

The undersigned, being all of the shareholders entitled to vote of HAPAZ AVIATION ACCESSORIES, INC. consent to the voluntary dissolution of the corporation.

Dated this 20th day of May, 1998.


Shareholder