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March 26, 2002

VIA OVERNIGHT MAIL

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

000005171890-6
-03/27/02--01051--008
*****35.00 *****35.00

Re: Reinstatement and Dissolution of Corporation
INFOXCHANGE, INC.

Dear Sir/Madam:

According to your records, INFOXCHANGE, INC. was administratively dissolved as a Florida corporation on August 23, 1996 for failure to file annual reports. We now desire to reinstate INFOXCHANGE, INC. in Florida, and then dissolve the corporation through the filing of Articles of Dissolution. To that end, enclosed please find the following:

1. Petition for Corporation Reinstatement of INFOXCHANGE, INC.
2. Articles of Dissolution for INFOXCHANGE, INC.
3. Our check in the amount of \$1,650 for the reinstatement fee.
4. Our check in the amount of \$35 for the dissolution fee.

Should you have any questions concerning this matter, please contact me at (978) 774-7123. Thank you in advance for your assistance.

Sincerely yours,

Brandon M. Ruggieri

BMR/maq
Enclosure

02 MAR 27 PM 02:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

vd/dis
4/2/02
T. Lewis

ARTICLES OF DISSOLUTION

FILED
02 MAR 27 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 60 7.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: INFOXCHANGE, INC.

SECOND: The date dissolution was authorized: FEBRUARY 22, 2002

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

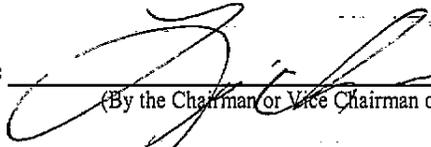
Dissolution was approved by vote of the shareholders through voting groups.

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)

Signed this 22nd day of FEBRUARY, 2002

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Louis DeCaprio
(Typed or printed name)

Secretary
(Title)