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(City/State/Zip/Phone #)

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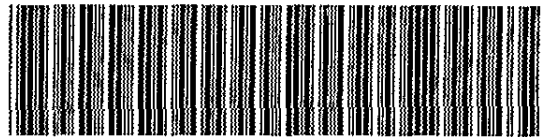
(Business Entity Name)

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ALSO MEMBER:

1 COLORADO BAR
2 KENTUCKY BAR
3 MASSACHUSETTS BAR
4 MICHIGAN BAR
5 NEW JERSEY BAR
6 NEW YORK BAR
7 PENNSYLVANIA BAR
8 SOUTH CAROLINA BAR

* BOARD CERTIFIED,
BUSINESS LITIGATION

** CERTIFIED CIRCUIT COURT
CIVIL MEDIATOR AND
QUALIFIED ARBITRATOR

May 28, 2003

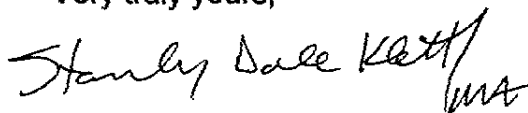
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: *Photo Plus, Inc.*

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for Photo Plus, Inc., along with a check in the amount of \$35.00 for the filing fee. Should there be any problems with these Articles of Dissolution, please do not hesitate to contact my office.

Very truly yours,



Stanley Dale Klett, Jr.

/s/
Enclosure

J:\WORK\LET\STANLEY KLETT FOLDER\Temme\7466.001\Letters\Division of Corporations letter.wpd

SIGNED IN MR. KLETT'S
ABSENCE TO AVOID DELAY.

ARTICLES OF DISSOLUTION

FILED

OF

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PHOTO PLUS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a Florida Corporation

Pursuant to the provisions of Section 607.1403, Fla. Stat., PHOTO PLUS, INC. (the "Corporation) adopts these Articles of Dissolution:

FIRST: The name of this Corporation is PHOTO PLUS, INC.

SECOND: Pursuant to Sections 607.1402(6) and 607.0704, Fla. Stat., the dissolution was authorized and approved by written consent of a majority of the shareholders of the Corporation on May 13, 2003..

THIRD: The number of votes cast in favor of the dissolution was sufficient for approval.

FOURTH: Pursuant to Section 607.0123(1)(a), Fla. Stat., these Articles of Dissolution will take effect at the date of filing, as evidenced by such means as the Florida Department of State may use for the purpose of recording the date of filing.

Dated: May 13th, 2003.

PHOTO PLUS, INC.

By: Ernst R. Temme
Ernst Temme, President and Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Ernst Temme, in his capacity as President of PHOTO PLUS, INC., who is personally known to me and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of May, 2003.

[Signature]
Notary Public