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JDC

September 1, 1999

FILED
99 SEP 16 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDEX

RE: Articles of Dissolution

Dear Sir or Madam:


Please find enclosed the Articles of Dissolution for:

1. P.B. Ocean Corporation
2. PBES, Inc.
3. Rouge, Inc.

300002988933--1
-09/16/99--01051--002
****131.25 - *****43.75

We have enclosed a check for \$131.25 (\$43.75 x 3). Upon filing, please forward a stamped certified copy of the Articles of Dissolution for each of the three corporations to me at the address below.

Sincerely,


Joel M. Berlant
Senior Vice President

Enclosures

Old's

V. SHEPARD SEP 22 1999

JDC (AMERICA) CORPORATION

954-748-4164

~~800 N.W. 6th STREET, SUITE 2001, MIAMI, FLORIDA 33130 TEL (305) 336-3311 FAX (305) 336-3333~~

3800 Inverrary Blvd, Suite 100-C, Lauderdale, FL 33319

**ARTICLES OF DISSOLUTION
OF
P.B. OCEAN CORPORATION
(A Florida Corporation)**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

P.B. OCEAN CORPORATION, a Florida corporation (the "Company"), hereby adopts these Articles of Dissolution as of this 1st day of September, 1999, pursuant to the provisions of Section 607.1403 of the Florida Business Act:

1. The name of the Company is "P.B. OCEAN CORPORATION".
2. The dissolution of the Company was authorized on September 1, 1999.
3. The dissolution of the Company was approved by all of the directors and the sole shareholder of the Company pursuant to Unanimous Written Consent of the Directors and Sole Shareholder, which consent was effective as of September 1, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the date first-above written.

P.B. OCEAN CORPORATION,
a Florida Corporation

By: Joel M. Bertant

Title: Senior Vice President

Name: Joel M. Bertant