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FITNESS PRO

Health & Exercise Equipment

2748 Capital Circle N.E.
Tallahassee, Florida 32308

The Exercise Equipment Authority

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 28 AM 8:54

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 100004449951--4
-06/28/01--01075--009
*****35.00 *****35.00

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Voldis
V. SHEPARD JUL 3 2001

Examiner's Initials

ARTICLES OF DISSOLUTION

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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: RED CELL INC.

SECOND: The date dissolution was authorized: 6/26/01

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 _____ day of _____,

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

PAT SULLIVAN
(Typed or printed name)

6/26/01 President
(Title)