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## ARTICLES OF DISSOLUTION

OF

## ABG HOLDINGS, INC.

## UNDER SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT

ABG Holdings, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST:

The name of the Corporation is: ABG Holdings, Inc.

SECOND:

The date the dissolution was authorized is July 22, 1999.

THIRD: The dissolution of the Corporation was duly authorized by a unanimous written consent of the sole shareholder of the Corporation entitled to vote thereon in accordance with Section 607.0704 and Section 607.1402 of the Florida Business Corporation Act. The number of votes cast in favor of the dissolution was sufficient for approval.

IN WITNESS WHEREOF, ABG HOLDINGS, INC, has caused these Articles of Dissolution to be executed by its duly elected Secretary this 23 day of July, 1999 and the statements contained herein are affirmed as true under penalties of perjury.

Andrew W. Regan

Secretary

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SECRETARY OF STATE
TAIL AMASSEE FI ORIDA

STATE OF NEW YORK	)
	) ss.:
COUNTY OF NEW YORK	)

On this 23 day of July, 1999, before me personally came ANDREW W.

REGAN, to me known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Notary Public

Notary Public, State of New York Mo. 02045086160

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