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December 31, 1996

VIA UPS 2ND DAY AIR DELIVERY

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32301

500002046245--8  
-01/06/97--01007--011  
\*\*\*\*175.00 \*\*\*\*\*87.50

Re: PDS&E, Inc. and PDIL, Inc.  
Our File 4034.01

Gentlemen:

On behalf of the shareholders and directors of the two captioned Florida corporations, I enclose the following:

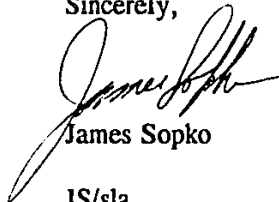
1. Original and one copy of The Articles of Dissolution of PDIL, Inc.;
2. Original and one copy of The Articles of Dissolution of PDS&E, Inc.; and
3. A check payable to the State of Florida in the amount of \$175.00.

Kindly accept the enclosed for filing and please note that both corporations were dissolved effective December 31, 1996.

Please return a certified copy of each of the Articles of Dissolution at your earliest convenience.

Thank you for your cooperation in this matter.

Sincerely,

  
James Sopko

JS/sla  
Enclosures  
cc: Mr. Mark Schilling  
(business/pdholding@ur-secy@l.004)

FILED  
97 JAN -3 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Disis*  
*NF*

1-14-97

ARTICLES OF DISSOLUTION  
OF  
PDIL, INC.

FILED  
97 JAN -3 PM 12: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, the President and the Secretary of PDIL, INC., state that the following Articles of Dissolution were adopted by the Board of Directors and the Shareholders on December 25, 1996.

1. The name of the Corporation is PDIL, Inc.
2. The dissolution of the Corporation was approved by the unanimous consent of all the Shareholders and Directors of the Corporation on December 25, 1996, effective 12/31/96.

Dated at ARMINGTOWN CT., this 25 day of December, 1996.

PDIL, INC.

  
MARK SCHILLING, President

Nancy Queirolo  
NANCY QUEIROLO, Secretary