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LAW OFFICES

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*Board Certified Business
Litigation Lawyer

Leonard S. Englander*
H. James Fischer
Terry L. Hirsch
Terrence S. Buchert
Mark P. Bryan

February 9, 1998

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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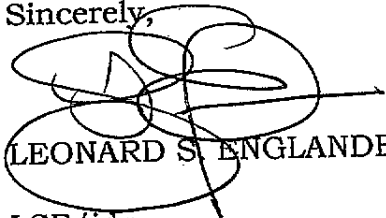
Re: R&R Group Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Dissolution for the above corporate entity. Please file the Articles and return a file-endorsed copy to this office in the enclosed envelope. Our firm's check in the amount of \$35.00 is enclosed for payment of the filing fee.

Please contact me if you have any questions.

Sincerely,



LEONARD S. ENGLANDER

LSE/jdz
Enclosures

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Diss.

02-17-98

cc

ARTICLES OF DISSOLUTION

FIRST: The name of the corporation is R & R Group Enterprises, Inc., a Florida corporation.

SECOND: The articles of incorporation were filed on June 19, 1995.

THIRD: The corporation has issued shares of its common capital stock and has commenced business. All of the corporation's shareholders have affirmatively and unanimously voted to dissolve the corporation.


FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders.

SIXTH: Adoption of Dissolution was approved by all of the corporation's directors as well as all of the corporation's shareholders to be effective on December 31, 1997.

Signed this 31st day of December, 1997.

R & R Group Enterprises, Inc.,
A Florida corporation

By: 
Marvin L. Sponaugle

Attest: 
Ralph V. Frasca, Jr.

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