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REPLY TO:
Miami
October 27, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
409 East Gaines
Tallahassee, Florida 32314

RE: Federated Department Stores, Inc./Articles of Dissolution

TO WHOM IT MAY CONCERN:

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-11/06/97--01002--049

*****87.50 *****87.50

Enclosed are the Articles of Dissolution for Federated Department Stores, Inc. Also enclosed is this firm's check in the amount of \$87.50 to cover the cost of filing and obtaining a certified copy. Please file these Articles as soon as possible and return the certified copy to us in the enclosed self-addressed envelope.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Ronny J. Halperin

11/06/97 NOV 4 1997

cc: Steven I. Peretz, Esq.
RJH/lg

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97 OCT 30 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
FEDERATED DEPARTMENT STORES, INC.

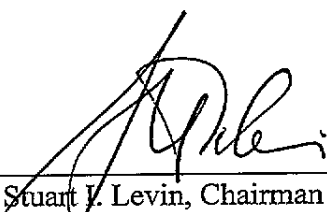
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Federated Department Stores, Inc., a Florida corporation, executes the following Articles of Dissolution pursuant to Sections 607.1401 and ~~607.1403~~ of the Florida Business Corporation Act:

- FIRST: The name of the corporation is Federated Department Stores, Inc. (the "Company").
- SECOND: The Company's Articles of Incorporation were filed on July 19, 1995.
- THIRD: The Company has not commenced business and none of the Company's shares of stock have been issued.
- FOURTH: The Company does not have any unpaid debt.
- FIFTH: A majority of the directors of the Company authorized the dissolution of the Company on October 24, 1997.
- EXECUTED: October 24, 1997.

FEDERATED DEPARTMENT STORES, INC.

By: _____


Stuart I. Levin, Chairman
and Authorized Representative