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FILED  
98 SEP -8 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Arthur M. Solomon  
Raymond J. Behrendt

September 4, 1998

Of Counsel:  
Lois Solomon

State of Florida  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

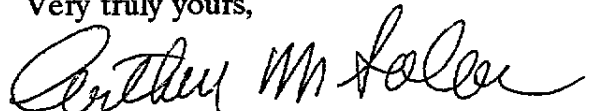
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Re: WYNDON GROUP, INC  
Document # P6000055037

Dear Filing Officer:

I enclose original and one copy of Articles of Dissolution and our check for \$43.75 for filing fee and certificate of status. Please also return a file stamped copy of the Articles. Thank You.

Very truly yours,



Arthur M. Solomon

AMS:aw

Diss.  
9-15-98  
cc

ARTICLES OF DISSOLUTION

FILED  
98 SEP -8 PM 2: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: WYNDON GROUP, INC.

SECOND: The date dissolution was authorized: August, 1998

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 August, 19 98

Signature X Donald H. Fradkin  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

DONALD H. FRADKIN  
(Typed or printed name)

PRESIDENT  
(Title)

**Shareholders' Agreement**  
**and Approval of Dissolution**

The undersigned, being the owners of 100% of the issued and outstanding shares of the common stock of WYNDON GROUP, INC., a Florida corporation, hereby consent to and approve the immediate dissolution of said Florida corporation. We agree that in exchange for and cancellation of our shares, we will each receive our prorata percentage of the common stock of WYNDON GROUP, INC., an Illinois corporation formed June 16, 1998, which Illinois corporation will receive all assets and assume all liabilities of said Florida corporation.

Dated September 2 1998

  
\_\_\_\_\_  
DONALD H. FRADKIN

  
\_\_\_\_\_  
WYNNE J. LIENHARDT