P97000024119

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T.D. ELLIS, JR. (1962)
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ROBERT B. BUTLER
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WILLIAM S. SPENCER△
MARK F. BUTLER
ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS*
JOHN C. PRIMEAU
WILLIAM C. STALIONS

*ALSO ADMITTED IN NEW YORK
△BOARD CERTIFIED REAL ESTATE

October 20, 1997

Secretary of State
State of Florida
Amendment Section
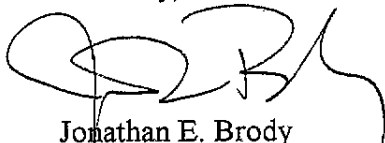409 East Gaines Street
Tallahassee, Florida 32399

Re: *Articles of Dissolution -- PSI America, Inc.*

Dear Sir or Madam:

Enclosed are the Articles of Dissolution for PSI America, Inc., along with our check in the amount of in the amount of $35.00 to cover the costs of filing the Articles of Dissolution.

If you have any questions regarding the above-referenced request, please do not hesitate to contact me.

Sincerely,

Jonathan E. Brody
JEB/ldp
Enclosures

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*****35.00 *****35.00

VS OCT 2 9 1997

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ARTICLES OF DISSOLUTION
BY INCORPORATOR
OF PSI AMERICA, INC.

The undersigned, being the sole incorporator of PSI AMERICA, INC. does hereby adopt the

following Articles of Dissolution pursuant to Florida Statutes §607.1401.

1.   NAME OF CORPORATION: The name of the corporation being dissolved is PSI

AMERICA, INC. (the "Corporation").

2.   DATE OF INCORPORATION: The original Articles of Incorporation of the

Corporation were filed on March 11, 1997 under document number P97000024119.
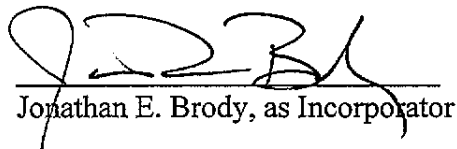
3.   NO SHARES ISSUED: None of the Corporation's shares have been issued.

4.   DEBTS: No debt of the Corporation remain unpaid.

5.   NO ASSETS. The Corporation never commenced business and has no assets.

6.   SUFFICIENT AUTHORIZATION: The undersigned, being the sole incorporator,

authorized the dissolution.

The undersigned has executed these Articles of Dissolution on this _15_ day of October,

1997.

_____
Jonathan E. Brody, as Incorporator