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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

April 10, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

800003204638--7
-04/11/00--01132--006
*****35.00 *****35.00

Re: Panda Software, Inc. (Dissolution)

Gentlemen:

Enclosed are original and one copy of the Articles of Dissolution of Panda Software, Inc., along with a check in the amount of \$35.00.

Please file and return a certified copy by using the enclosed Federal Express Airbill to the undersigned.

If there are any questions, please call.

Very truly yours,

Thomas R. Spencer, Jr.

Diss
4-19-00
TRs

Enclosures
TRS:mmr

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 11 AM 8:37

FILED

ARTICLES OF DISSOLUTION

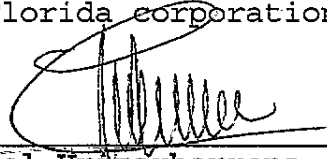
Pursuant to Florida Statutes, Section § 607.1403, this corporation submits the following articles of dissolution:

1. The name of the corporation is: -
"Panda Software, Inc."
2. The date of Incorporation of the Corporation:
June 6, 1997.
3. The date the dissolution was authorized:
March 31, 2000.
4. The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
5. These articles will be effective on filing.

Dated this 31 day of MARCH, 2000.

Panda Software, Inc.
a Florida corporation

By:


Mikel Urizarbarrena
President and Sole Director

STATE OF FLORIDA
TALLAHASSEE

00 APR 11 AM 8:37

FILED