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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 058185 4322561

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 35.00

ORDER DATE : February 28, 2001

ORDER TIME : 10:18 AM

ORDER NO. : 058185-015

CUSTOMER NO: 4322561

CUSTOMER: Ms. Fiona Brett
Dewey Ballantine Llp
1301 Avenue Of The Americas
27th Floor
New York, NY 10019-6092

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DOMESTIC FILINGS

NAME: SOUTH PORTFOLIO, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT# 1135

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
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GOULLETTE MAR 01 2001

**ARTICLES OF DISSOLUTION
OF
SOUTH PORTFOLIO INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH PORTFOLIO INC., a corporation organized and existing under the and by virtue of the Florida Business Corporation Act, DOES HEREBY CERTIFY:

FIRST: That the name of the corporation is South Portfolio Inc. (the "Corporation").

SECOND: That the dissolution of the corporation was authorized on January 31, 2001.


THIRD: That the dissolution has been authorized and approved by all of the shareholders of the Corporation entitled to vote on a dissolution, and in accordance Section 607.1402(6) of the Florida Business Corporation Act.

FOURTH: That the names of the directors and officers of the Corporation are as set forth in Schedule A attached hereto and made a part hereof.

The address for each of the above directors and officers is c/o DRA Advisors, Inc., 1180 Avenue of the Americas, 18th Floor, new York, New York 10036.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed this 5th day of February, 2001.

SOUTH PORTFOLIO INC.



Brian T. Summers
Vice President

SCHEDULE A

Francis X. Tansey	President
Andrew E. Peltz	Vice President and Assistant Secretary
Paul McEvoy	Vice President and Assistant Secretary
Brian T. Summers	Vice President and Assistant Secretary
David Luski	Vice President and Secretary