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December 3, 1999

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

Re: Gear Software Holdings, Inc.

700003062497--0
-12/07/99--01015--027
*****87.50 *****13.75

Dear Sir/Madam:

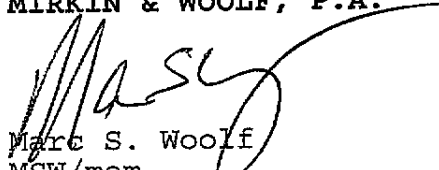
Enclosed for filing please find an original and one copy of Articles of Dissolution of Gear Software Holdings, Inc.

Also enclosed please find a check in the amount of \$87.50 to cover the fees. Please mail a certified copy of the Articles to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.


Marc S. Woolf
MSW/mem

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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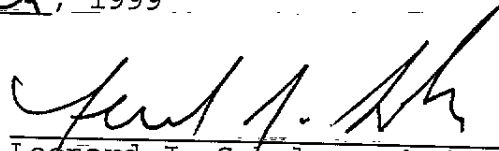
ARTICLES OF DISSOLUTION

OF

GEAR SOFTWARE HOLDINGS, INC.

1. The name of the corporation is GEAR SOFTWARE HOLDINGS, INC.
2. Dissolution was authorized on October 18, 1999.
3. The number of votes cast by the shareholders was sufficient for approval.

Dated this 11 day of November, 1999


Leonard J. Sokolow, Chairman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED