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December 30, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

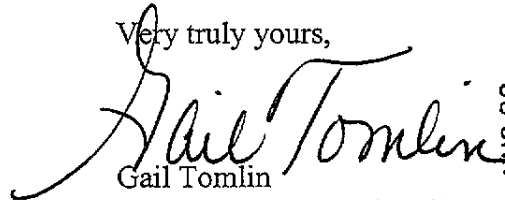
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*****35.00 *****35.00

Re: Filing Articles of Dissolution for Old Cutler Road Enterprises, Inc.

Ladies and Gentleman:

Enclosed please find the above referenced document for filing with the Division of Corporations, along with our firm's check #3231 in the amount of \$35.00 for same. Please return a copy of the filed document to our offices in the envelope provided herein. If you have any questions or comments regarding this document, please feel free to call our toll free number (800) 811-4924.

Very truly yours,



Gail Tomlin
Secretary for D. Justin Niles

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 2:52

Enclosure
gft

*Mr. Niles authorized to correct
date dissolution was authorized.*

*Dissolution
KFT 1-12-2000*

OLD CUTLER ROAD ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN -3 PM 2:52

ARTICLES OF DISSOLUTION

Old Cutler Road Enterprises, Inc., a Florida corporation, executes the following Articles of Dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is OLD CUTLER ROAD ENTERPRISES, INC., (the "company").

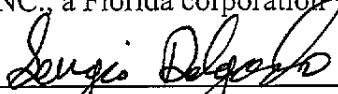
SECOND: The shareholders of the company approved the dissolution of the company on December 29, 1999, effective December 31, 1999.

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: December 29, 1999.

OLD CUTLER ROAD ENTERPRISES,
INC., a Florida corporation

By:


SERGIO DELGADO, President