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December 28, 2006

VIA: FEDERAL EXPRESS OVERNIGHT MAIL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Lincoln International, Inc.

Gentlemen:

Enclosed for filing please find the original and one copy of the Articles of Dissolution for Lincoln International, Inc. Also enclosed is this firm's check in the amount of \$35.00 representing payment of the filing fee.

Please send us a file-stamped copy of the Articles of Dissolution in the enclosed self-addressed, stamped envelope.

If anything further is required, please do not hesitate to contact us.

Thank you for your assistance in this matter.

Respectfully submitted,

HARTER, SECREST & EMERY LP

John S. Sarrett

Associate Attorney

DIRECT DIAL: 239-598-5810 E-MAIL: JSARRETT@HSELAW COM

JSS:mlm Enclosures

cc: Phillip Delmont, Esq. (with enclosure)

## ARTICLES OF DISSOLUTION

## **OF**

## LINCOLN INTERNATIONAL, INC.

A Florida Corporation

Pursuant to Section 607.1403 of the Florida Business Corporation Act, *LINCOLN INTERNATIONAL*, *INC.*, a Florida corporation (the "Company"), hereby submits the following Articles of Dissolution and certifies that:

FIRST:

The name of the Company is LINCOLN

INTERNATIONAL, INC.

SECOND:

The document number of the Company is

P99000007361.

THIRD:

The filing date of the Articles of Incorporation was

January 19, 1999.

FOURTH:

Dissolution of the Company was duly authorized by

the sole shareholder on December 21, 2006.

FIFTH:

The approval of dissolution was unanimous and the number cast for dissolution was sufficient for approval, as evidenced by the unanimous Written Consent of Shareholders executed in accordance with Section 607.0704 of the Florida Business Corporation

Act.

SIXTH:

The Company is hereby dissolved as of December 29,

2006, as authorized by Section 607.0704 of the

Florida Business Corporation Act.

[Signatures on following page]

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2006 DEC 29 PM 2: 32
SECRETARY OF STATE

IN WITNESS WHEREOF, the President and Sole Shareholder of the Company has signed this dissolution to be effective as of the 29<sup>th</sup> day of December, 2006.

LINCOLN INTERNATIONAL, INC.

By: Lincoln Securities Corp., a New York corporation Its Sole Shareholder

JOHN J. PALISANO

President

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