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SECRETARY OF STATE

Dissolution

T BROWN FEB 1 8 2003

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February 10, 2003

* OF COUNSEL

** ALSO ADMITTED IN GA

***ALSO ADMITTED IN TN

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

Re: PVE-USA, INC.

Dear Madam or Sir:

Enclosed please find the Articles of Dissolution for the above-named corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee. If there is anything you need in addition to this, please feel free to call me.

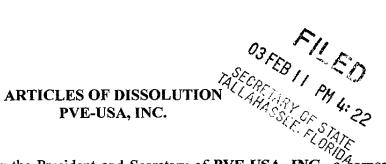
Sincerely,

Pat Shane

Legal Assistant

PAS

Enclosure



The undersigned, being the President and Secretary of PVE-USA, INC., a corporation organized and existing under the laws of the State of Florida, do hereby, for the purpose of complying with the provisions of Sections 607.1402, and 607.1403, Florida Statutes, in relation to the voluntary dissolution of corporations, do hereby certify as follows:

- 1. The name of the corporation is PVE-USA, INC.
- The Articles of Incorporation of said corporation was filed with the office of 2. Secretary of State of Florida on the 8TH day of February, 1999.
 - 3. The said corporation elects to dissolve.
- The Board of Directors and Shareholders of said corporation, at a meeting duly held and called for that purpose on _1 /31 ____, 2003, did by the unanimous vote of the whole board and all of the stockholders adopt the following resolutions:

"RESOLVED, that in the judgement of the Board of Directors and Shareholders it is deemed desirable and advisable to dissolve this corporation forthwith in the manner prescribed by Chapter 607, Florida Statutes; and

RESOLVED FURTHER, the officers of this corporation be and they are hereby authorized and directed to execute Articles of Dissolution showing the adoption of these resolutions and that they cause such Articles of Dissolution to be filed in the office of the Secretary of State, and that they take such further action as may be required to effect the dissolution of this corporation, and wind up its business and affairs."

IN WITNESS WHEREOF, the undersigned have made and executed this instrument this 5 A D 4 ARX, 2003.

3/strday of

N ES, President

ES, Secretary