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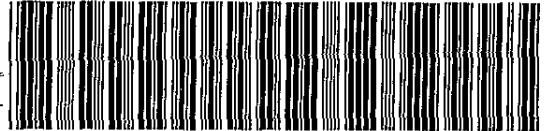
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D. J. [unclear]

ARTICLES OF DISSOLUTION

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Article I

The name of this Florida corporation is Blue Holdings, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II

The Corporation's dissolution was authorized on the date that this document was signed.

Article III

The Corporation's dissolution was authorized by its shareholders, and the number of votes cast for dissolution was sufficient for approval. The Corporation shall pay or make reasonable provision to pay all claims and obligations known to the Corporation. After known claims and obligations are paid, any remaining funds shall be distributed to the shareholders of the dissolved corporation.

Article IV

These Articles of Dissolution and the dissolution of the Corporation will be effective on August 14, 2002.

The undersigned executed this document on the date shown below.

Blue Holdings, Inc.

By: 

Name: JOSE A. RODRIGUEZ

Title: PRESIDENT

Date: AUGUST 14, 2002

This Document Prepared By:

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