

12/21/1999 11:00 FAX

Division of Corporations

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

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Florida Department of State
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99 DEC 22 AM 7:55

DIVISION OF CORPORATIONS

DISSOLUTION

EXCHANGE SOLUTIONS, INC.

99 DEC 22 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
EXCHANGE SOLUTIONS, INC.


Exchange Solutions, Inc., a Florida corporation, executes the following Articles of Dissolution pursuant to Sections 607.1401 and 607.1403 of the Florida Business Corporation Act:

- FIRST: The name of the corporation is Exchange Solutions, Inc. (the "Company");
- SECOND: The Company's Articles of Incorporation were filed on October 8, 1999;
- THIRD: The Company has not commenced business;
- FOURTH: The Company does not have any unpaid debt; and
- FIFTH: The incorporator of the Company authorized the dissolution of the Company on December 20, 1999.

EXECUTED: December 20, 1999.

EXCHANGE SOLUTIONS, INC.

By:


Ronny Halperin, Incorporator and
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF NAME RELEASE

BEFORE ME, the undersigned authority, personally appeared Ronny Halperin ("Affiant") who, being by me first duly sworn, deposes and says:

1. Affiant is the sole incorporator of Exchange Solutions, Inc. (the "Company"), and as such, has knowledge of the facts herein;
2. The Company is an entity formed in the State of Florida whose Articles of Incorporation were filed on October 8, 1999;
3. The Company has not commenced business, and concurrently herewith is filing Articles of Dissolution to terminate its corporate existence;
4. The Company is desirous of permitting the name "Exchange Solutions, Inc." to be used immediately by Exchange Solutions, Inc., a company formed and duly existing under the laws of the State of Delaware (the "Delaware Company").
5. So that the Delaware Company may avoid the 120 day wait period before applying for use of the name "Exchange Solutions, Inc." in the State of Florida, this affidavit has been prepared and filed in accordance with Section 607.1405.

FURTHER, AFFIANT SAYETH NAUGHT.

STATE OF FLORIDA

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) SS:

COUNTY OF MIAMI-DADE

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The foregoing instrument was acknowledged before me this 20th day of December 1999, by Ronny Halperin, who is personally known to me.

Lillie M. McNeal
Signature of Notary Public, State of Florida

Lillie M. McNeal

Print, Type or Stamp Commissioned Name of Notary Public

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