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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 12 AM 11:00

Electronic Retail Delivery Systems, Inc.
225 S. Westmonte Drive
Suite 3000
Altamonte Springs, FL 32714

January 31, 2001

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

300003831013--9
-03/12/01--0114--011
*****43.75 *****43.75

RE: Articles of Dissolution for the following corporation:
Electronic Retail Delivery Systems, Inc.
FEIN: 59-3045031

Dear Sir or Madam:

We are attaching signed Articles of Dissolution for the above named corporation. According to your instructions, we are providing our telephone number and address:

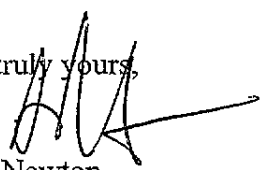
Telephone number: 407-875-2760
Address: 2600 Maitland Center Parkway
Suite 330
Maitland, FL 32751

Also included is a check for \$43.75. This amount represents the \$35 filing fee plus \$8.75 for a Certificate of Status.

If you have any questions regarding these Articles of Dissolution, please feel free to contact either my accountant, Kathie De Filippo. Kathie may be reached at 407-875-2760; or:

Parks, Tschopp, Whitcomb & Orr, P.A.
2600 Maitland Center Parkway, Suite 330
Maitland, Florida 32751.

Very truly yours,


Brian Newton
President

Uold's

V. SHEPARD MAR 15 2001

ARTICLES OF DISSOLUTION

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Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

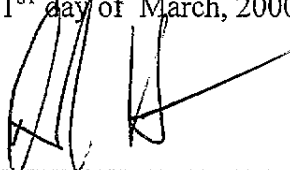
FIRST: The name of the corporation is Electronic Retail Delivery Systems, Inc.

SECOND: The date of dissolution was authorized: 03/31/00

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

Signed this 31ST day of March, 2000..

Signature


Brian Newton

President