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October 27, 1997

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

300002333803--8
-10/30/97--01053--015
*****96.25 *****96.25

Re: PHD Holdings of Florida, Inc.

Dear Sirs:

Enclosed for filing are Articles of Dissolution of the above corporation together with a check payable to the Department of State in the amount of \$96.25 to cover the filing fee and your charges for a certified copy of the filing and a certificate of status.

If you have any questions, please call the undersigned at any time.

Very truly yours,

R. Leigh Duemler
R. Leigh Duemler

FILED
97 OCT 30 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Duemler authorized
to add date of adoption*

*Diss
LFS 10-31-97*

ARTICLES OF DISSOLUTION

OF

PHD HOLDINGS OF FLORIDA, INC.

Pursuant to Section 607.1403, Florida Statutes

FILED

97 OCT 30 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the corporation to be dissolved is PHD HOLDINGS OF FLORIDA, INC.

ARTICLE 2 - DATE DISSOLUTION AUTHORIZED

The dissolution of PHD HOLDINGS OF FLORIDA, INC. was authorized on September 9, 1997.

ARTICLE 3 - APPROVAL

The dissolution of PHD HOLDINGS OF FLORIDA, INC. was approved by the unanimous written consent of its shareholders, which was sufficient for approval.

ARTICLE 4 - EFFECTIVE DATE

The effective date of these Articles of Dissolution is the date of filing thereof by the Department of State.

IN WITNESS WHEREOF, the undersigned President of PHD HOLDINGS OF FLORIDA, INC. has signed these Articles of Dissolution this 9th day of ~~July~~, 1997.

September,


Richard G. Primeau, President