

PHELPS DUNBAR LLP
COUNSELORS AT LAW

Canal Place
365 Canal Street • Suite 2000
New Orleans, Louisiana 70130-6534
(504) 566-1311
Fax (504) 568-9130

City Plaza • Suite 701
445 North Boulevard
P. O. Box 4412
Baton Rouge, Louisiana 70821-4412
(225) 346-0285
Fax (225) 381-9197

One Mississippi Plaza • Seventh Floor
Tupelo, Mississippi 38804
P. O. Box 1220
Tupelo, Mississippi 38802-1220
(662) 842-7907
Fax (662) 842-8373
www.phelps.dunbar.com
January 20, 2001

L75618

SkyTel Centre • Suite 500
200 South Lamar Street
P. O. Box 23066
Jackson, Mississippi 39225-3066
(601) 352-2300
Fax (601) 360-9777

Suite 900
3040 Post Oak Boulevard
Houston, Texas 77056
(713) 626-1386
Fax (713) 626-1388

Lloyd's • Suite 731
1 Lime Street
London EC3M 7DQ England
011-44-207-929-4765
Fax 011-44-207-929-0046

7523-58

VIA MAIL

Florida Secretary of State
Division of Corporations
409 East Gaines Street (32399)
P. O. Box 6327
Tallahassee, FL 32314

700003633657--9
-02/05/01--01121--014
*****35.00 *****35.00

Re: Articles of Dissolution

Dear Sir or Madam:

For filing, enclosed please find an Articles of Dissolution for Eagle Ventures Incorporated along with the filing fee of \$35.00. Return the filed copy to me at the address listed above.

Should you have any questions, please contact me at (662) 842-7907.

Very truly yours,

D. Thor Lewis
Legal Assistant to
F. M. Bush, III

FILED
01 FEB -5 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

TO:109271.1

L75618
FL 10-5-01
2-5-01
2001

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: Ocena, Inc.

SECOND: The date dissolution was authorized: December 28, 2000

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by:

Signed this 28th day of December, 2000.

Signature *Irvin B. Prude*
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Irvin B. Prude
(Typed or printed name)

President
(Title)

01 FEB -5 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA