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November 12, 2001

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314-6327

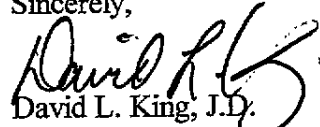
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Colony & Associates, Inc.

Dear Honorable Secretary:

Enclosed please find a Certificate of Surrender of Authority which we would like to file reference the above entitled corporation. The business is being closed due to lack of activity and there was no taxable income in 2000 or 2001.

If you have any questions please feel free to call.

Sincerely,  
  
David L. King, J.D.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF DISSOLUTION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 NOV 15 AM 11:38

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

FIRST: The name of the corporation is: COLONY & ASSOCIATES, INC.

SECOND: The date dissolution was authorized: 11/12/01

THIRD: Adoption of Dissolution (CHECK ONE)

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

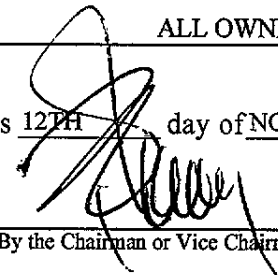
Dissolution was approved by vote of the shareholders through voting groups.

*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

ALL OWNERS AND DIRECTORS  
(voting group)

Signed this 12TH day of NOVEMBER, 2001

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer)

ROBERT WILLIAMS  
(Typed or printed name)

CFO  
(Title)