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DISSOLUTION

FES MERGER CORP., INC.

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*Voluntarily Dissolved*

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**ARTICLES OF DISSOLUTION  
FES MERGER CORP., INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

**EFFECTIVE DATE**  
12-31-01

Article I - Name of Corporation

The name of the corporation is FES Merger Corp., Inc. (hereinafter referred to as the "Corporation").

Article II - Date Dissolution Authorized

The dissolution of the Corporation was authorized on December 27, 2001.

Article III - Approval of Dissolution

The dissolution was approved by the shareholders of the Corporation by written consent dated December 27, 2001 pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast by the shareholders was sufficient for approval of the dissolution.

Article IV - Effective Date of Dissolution

The Corporation shall be dissolved effective December 31, 2001.

Dated this 27<sup>th</sup> day of December, 2001.

FES MERGER CORP., INC.

By: Thomas Morgan  
Thomas I. Morgan, President

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