First Trust Corporation P.O. Box 173301 Denver, Colorado 80217-3301 (303) 293-2223

482772

December 21, 1999

Florida Department of State Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 700003090907--4 -01/06/00--01084--020 *****87.50 *****43.75

Re: Withdrawal of Foreign Corporation/Affinity Retirement Services, Inc. Dissolution of Domestic Corporation/AmSouth Retirement Services, Inc.

Enclosed is a signed form for withdrawal of The Affinity Group d/b/a Affinity Retirement Systems, Inc. from doing business in Florida Please return a Certificate of Status to us after the withdrawal process has been accomplished.

Also enclosed is a form for Dissolution of AmSouth Retirement Services, Inc. We also request a Certificate of Status be issued after the Dissolution has been registered. We enclose a check for \$87.50 to cover the costs. Please return the certificates addressed to me at the above address.

Sincerely,

Kenn Boelte Legal Analyst

Enc.

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717 17th Street, Suite 1700 Denver, Colorado 80202-3323 www.firsttrust.com

ARTICLES OF DISSOLUTION

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

FIRST:	The name of the corporation is: AmSouth Retirement Services, Inc.
SECOND:	The date dissolution was authorized: December 17, 1999
THIRD:	Adoption of Dissolution (CHECK ONE)
	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Diss	olution was approved by vote of the shareholders through voting groups.
	The following statement must be separately provided for each voting group ntitled to vote separately on the plan to dissolve:
The	number of votes cast for dissolution was sufficient for approval by
	All shareholders voting all shares. (voting group)
Sigr	ned this 17 day of December 19 99 .
Signature _	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	Mark W. Massa
	(Typed or printed name)
	President
	(Title)