

F00000007219
PROSPERITY
PLANNERS, INC.

August 3, 2001

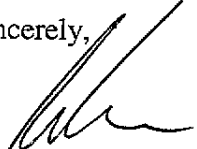
Amendment Section
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32399

FILED
SECRETARY OF STATE'S
DIVISION OF CORPORATIONS
01 AUG 16 PM 4:19

To whom it may concern:

Prosperity Planners, Inc. wishes to dissolve as a Foreign Profit and re-register as a Florida Corporation. To that end, we have enclosed a withdrawal application for the Foreign Profit and have enclosed new Articles of Incorporation for a new Florida Corporation.

Sincerely,



Reginald O. Parker



100004539041--5
-08/16/01--01091--011
*****78.75 *****35.00

Withdraw

V SHEPARD AUG 27 2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Prosperity Planners, Inc.

(Name of Corporation)

Bahamas

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

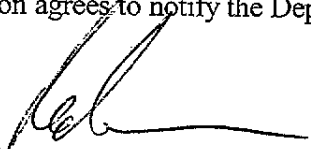
7601 N. Federal Hwy, Ste 230B

(Mailing Address)

Boca Raton, FL 33467

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

8/3/01 CPST
Title

Reginald O. Parker
Typed or printed name

8-3-01
Date

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