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**ARTICLES OF DISSOLUTION AND LIQUIDATION
OF
MSD SERVICES, INC.**

MSD SERVICES, INC., a Florida profit corporation (the "Corporation"), in order to dissolve and liquidate its assets in accordance with the requirements of Section 607.1403, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is **MSD Services, Inc.**
2. The dissolution of the Corporation was authorized by the shareholders of the Corporation on April 2, 2002, following the Board of Directors' recommendation.
3. The number of votes cast by the shareholders was sufficient for approval.
4. Adequate provision has been made for all debts, obligations, and liabilities of the Corporation, including, without limitation, all debts, obligations, and liabilities of the Corporation that are contingent, conditional, and unmatured.
5. All of the remaining property and assets of the Corporation have been or will be distributed among the shareholders of the Corporation in accordance with their respective rights and interests.
6. The effective date of the Corporation's dissolution is April 2, 2002.

DATED: April 2, 2002.

MSD SERVICES, INC.,



RICHARD M. DUENECK,
Chief Executive Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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