

WILLIAM P. GREGORY, P.A.

Attorney at Law

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Secretary Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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Re: Articles of Dissolution - Underwriter's Consultants, Inc.

Dear Maam or Sir:

Please find one (1) original of Articles of Dissolution for Underwriter's Consultants, Inc. along with one (1) original Written Consent By Majority Shareholder To Dissolution of Underwriter's Consultants, Inc. Also please find enclosed a copy of each document. Upon completion of the filing process please return a certified copy of same to us at the above address. Our check in the amount of \$43.75 for the filing fees and certified copy fee is attached hereto.

If you may have any questions regarding this matter please do not hesitate to contact my office.

Sincerely,



William P. Gregory

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
UNDERWRITERS' CONSULTANTS, INC.**

Underwriters' Consultants, Inc. hereby files its Articles of Dissolution and would say:

1. The name of the Corporation is: Underwriters' Consultants, Inc.
2. The date dissolution was authorized: October 29, 1999.
3. The foregoing dissolution was approved by the written consent of the holders of a majority of shares eligible to vote of Underwriters' Consultants, Inc on October 29, 1999, pursuant to Section 607.1042(6) and Section 607.0704, respectively, (a copy consent is attached hereto and made a part hereof for all purposes) of the Florida Business Corporation Act.
4. The effective date of these Articles of Dissolution is December 31, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of Underwriters' Consultants, Inc. have executed these Articles of Dissolution on this 24th day of APRIL, 2000.

Paul R. Smith
President

Paul R. Smith
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of APRIL, 2000 by Paul R. Smith, as President and Secretary of Underwriters' Consultants, Inc., a Florida corporation, on behalf of the corporation, and is personally known to me.

William P. Gregory
Signature of Notary

Printed Name of Notary:

Expiration:

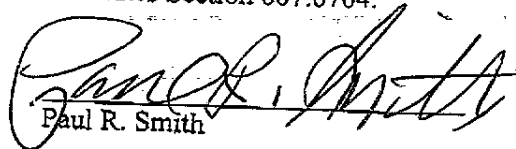


William P Gregory
My Commission CC838210
Expires June 20, 2003

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Written Consent By Majority Shareholder To Dissolution of
Underwriters Consultants, Inc.

The undersigned, Paul R. Smith, the holder of 2924 shares of the voting common stock of Underwriters Consultants, Inc. (the "Corporation") which represents 58.48% of all of the issued and outstanding voting common stock of the Corporation, the only class of stock of the Corporation, hereby, pursuant to Florida Statutes Section 607.1402(6), consents to the dissolution of the Corporation, effective December 31, 1999. It is intended that the written consent comply with Florida Statutes Section 607.0704.


Paul R. Smith

Date: 10-29-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA