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Account Name : BELOFF & SCHWARTZ Account Number : I20010000064 Phone : (305)673-1101 Fax Number : (305)673-5505

DISSOLUTION

FIRST HOLDING CORP. OF AMERICA, INC.

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BELOFF & SCHWARTZ

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ARTICLES OF DISSOLUTION

OF

FIRST HOLDING CORP. OF AMERICA, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I NAME

The name of the corporation is FIRST HOLDING CORP. AMERICA, INC. (the "Corporation"). OF

ARTICLE II DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's shareholders on and effective as of December 31, 2000.

ARTICLE III SHAREHOLDERS APPROVAL

The dissolution was Unanimously approved by all of the Corporation's shareholders.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer as of December 31, 2000.

FIRST HOLDING CORP. OF AMERICA TNC By Kene Grabarnick, President

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