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FILED

LIMITED LIABILITY DISSOLUTION
MERCHANT UNITED LLC

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**ARTICLES OF DISSOLUTION
OF
MERCHANT UNITED LLC**

These Articles of Dissolution have been duly executed and are being filed by the undersigned at the direction of the members, to dissolve a limited liability company under the Florida Limited Liability Company Act, as amended (*Florida Statutes*, Sections 608.401, et seq.).

ARTICLE I - NAME

The name of the limited liability company (the "LLC") is Merchant United LLC.

ARTICLE II - EFFECTIVE DATE OF DISSOLUTION

The effective date of the LLC's dissolution is the date of filing of these Articles of Dissolution.

ARTICLE III - OCCURRENCE RESULTING IN DISSOLUTION

The LLC was converted into Merchant United LLC, a Delaware limited liability company (the "Delaware LLC"), pursuant to the Delaware Limited Liability Company Act, upon the filing of a Certificate of Conversion with the Secretary of State of the State of Delaware on August 17, 2000. The conversion of the LLC into the Delaware LLC, the dissolution of the LLC and the execution and filing of these Articles of Dissolution by the Manager of the LLC, was approved by the unanimous written consent of the members of the LLC.

ARTICLE IV - DEBTS, OBLIGATIONS AND LIABILITIES OF THE LLC

All debts, obligations and liabilities of the LLC have been assumed by the Delaware LLC, or have been paid or discharged. The LLC has no other known claims against it.

ARTICLE V - DISTRIBUTION OF PROPERTY AND ASSETS

All property and assets of the LLC have become the property of the Delaware LLC and all of the members of the LLC are members of the Delaware LLC.

ARTICLE V - PENDING SUITS

There are no suits pending against the LLC in any court.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as Manager of the LLC as of the 23rd day of August, 2000.



John C. Elliott, Manager

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