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RESIDENT IN ATLANTA OFFICE
DIRECT DIAL: (404) 572-6781
JHIGHTOWER@POGOLAW.COM

January 27, 2005

Via Federal Express

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Dissolution of Descorp, L.C.

To Whom It May Concern::

Please find two executed originals of the Articles of Dissolution for Descorp, L.C. These Articles are submitted for filing in accordance with Section 608.445, Florida Statutes. A check for \$60 is enclosed in payment of the filing fee, certificate of status, and certified copy of the Articles.

Please return all correspondence to me at the address below. For further information concerning this matter, please contact me at the number or email address above.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Jonathan S. Hightower", written over a horizontal line.

Jonathan S. Hightower

For Powell Goldstein LLP

Enclosures

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ARTICLES OF DISSOLUTION
OF
DESCORP, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

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1. The name of the limited liability company is **Descorp, L.C.** (the "Company").
2. The date the dissolution was approved was January 21, 2005.
3. The Company was formed in September of 2000 as a wholly owned subsidiary of Destin Bancshares, Inc. The primary purpose of the Company was to invest in a check conversion company. In November of 2003, the check conversion company in which the Company had invested was sold. The Company has had no operations since that time, and its sole member now seeks to dissolve it.
4. All debts, obligations and liabilities of the Company have been paid or discharged.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.
7. These Articles of Dissolution shall be effective when filed.

IN WITNESS WHEREOF, the undersigned, being the sole member of the company and possessing the required membership interest to approve the dissolution, has executed these Articles of Dissolution this 21st day of January, 2005.

DESTIN BANCSHARES, INC.

By: Ronny Clay
Name: RONNY CLAY
Title: SECRETARY TO THE BOARD