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Division of Corporations

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HENCORP VENTURE PARTNERS II, L.L.C.

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TO 70251#470610011# P.02/03

ARTICLES OF DISSOLUTION
OF
HENCORP VENTURE PARTNERS II, L.L.C.

Pursuant to the provisions of Section 608.443 of the Florida Limited Liability Company Act (the "Act"), the undersigned, as sole member of Hencorp Venture Partners II, L.L.C., a Florida limited liability company (the "Company"), do hereby make and execute these Articles of Dissolution:

ARTICLE I
NAME

The name of the limited liability company is Hencorp Venture Partners II, L.L.C. (the "Company").

ARTICLE II

Effective Date of Dissolution

The effective date of the Company's dissolution is the date of filing of these Articles of Dissolution with the Florida Department of State.

ARTICLE III

Description of Occurrence of Dissolution

The occurrence that resulted in the Company's dissolution pursuant to Section 608.441 of the Act was the approval of the dissolution of the Company by written consent of all of the members of the Company pursuant to Section 608.441(1)(c) of the Act.

ARTICLE IV

Debt, Obligations and Liabilities of the Company

Adequate provision has been made for all debt, obligations and liabilities of the Company pursuant to Section 608.4421 of the Act.

ARTICLE V

Distribution of Property and Assets of the Company

All remaining property and assets of the Company have been distributed among its members in accordance with their respective rights and interests.

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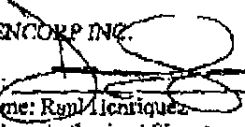
ARTICLE VI

Statement of Pending Suits Against the Company

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

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 6th day of March 2006.

HENCOFF INC.

By: 
Name: Rynal Henriquez
Title: Authorized Signatory

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