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Division of Corporations

ROBERT J. HUTCHINS, P.R.

407-645-0945

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LIMITED LIABILITY DISSOLUTION

SEARS, WEST & HUTCHINS, LLC

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ARTICLES OF DISSOLUTION**OF****Sears, West & Hutchins, LLC**

Sears, West & Hutchins, LLC, a dissolved Florida Limited Liability Company, executes the following Articles of Dissolution under section 608.443 of the Florida Limited Liability Company Act.

ARTICLE I**NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company is Sears, West & Hutchins, LLC (the "Company").

ARTICLE II**EFFECTIVE DATE OF DISSOLUTION**

The effective date of the dissolution of the Company is July 20, 2004

ARTICLE III**OCCURRENCE THAT RESULTED IN DISSOLUTION**

A unanimous vote of the members resulted in the Company's dissolution under section 608.441 of the Florida Limited Liability Company Act.

ARTICLE IV**DEBTS, OBLIGATIONS, AND LIABILITIES**

All debts, obligations, and liabilities of the Company have been paid or discharged, or adequate provision has been made therefor under section 608.4421 of the Florida Limited Liability Company Act.

ARTICLE V**DISTRIBUTION OF REMAINING PROPERTY**

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

ARTICLE VI**PENDING LAWSUITS**

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

EXECUTION DATE: July 15, 2004

By: _____

John D. Sears, Member

By: _____

Christopher D. West, Member

By: _____

Robert J. Hutchins, Member

Merchants and Contractors Capital Corporation

By: _____

Christopher D. West, its CEO, Member

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