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From:

Account Name : HODGSON RUSS LLP
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LIMITED LIABILITY DISSOLUTION

PHILLIP'S PARTNERS, LLC

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**ARTICLES OF DISSOLUTION
OF
PHILLIP'S PARTNERS, LLC**

Pursuant to the provisions of Section 608.446 of the Florida Limited Liability Company Act, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the limited liability company is PHILLIP'S PARTNERS, LLC, a Florida limited liability company (the "Company").

ARTICLE II - EFFECTIVE DATE OF DISSOLUTION AUTHORIZED

The effective date of the Company's dissolution is DECEMBER 22 2004.

ARTICLE III - DISSOLUTION

The dissolution of the Company was the result of the unanimous written consent of all of the members of the Company pursuant to the terms of the Operating Agreement of the Company and pursuant to the terms of Section 608.441(1)(d), Florida Statutes.

ARTICLE IV - DEBTS

All debts, obligations, and liabilities of the Company have been paid or discharged, or adequate provision has been made therefor, pursuant to Section 608.4421, Florida Statutes.

ARTICLE V - DISTRIBUTION

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

ARTICLE VI - NO SUITS

There are no suits pending against the Company in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

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IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Company by its duly authorized sole manager on December 22, 2004.

PHILLIP'S PARTNERS, LLC, a Florida
Limited Liability Company

By: 

Name: C. Richard Stark, Jr.

Title: Sole Manager

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