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Registration Section **Division of Corporations**P.O. Box 6327

Tallahassee, FL 32314

December 12, 2007

Subject: Paydirt Ventures III, LLC - Dissolution of LLC

The enclosed Articles of Dissolution and fee are submitted for filing. Please return all correspondence concerning this matter to:

Mastriana & Christiansen Mr. Stephen V. Hoffman 1500 N Federal Highway, Suite 200 Fort Lauderdale, FL 33304

For further information on this matter, please call Mr. Stephen Hoffman at 954-566-1234. Enclosed is a check for the amount of \$35.00 for the filing fee.

Sincerely,

James L. Cline

Member, Paydirt Ventures III, LLC

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Articles of Dissolution

ARTICLES OF DISSOLUTION OF PAYDIRT VENTURES III, LLC, A LIMITED LIABILITY COMPANY

FIRST: The name of the Company is Paydirt Ventures III, LLC.

SECOND: The effective date of dissolution of the Company is August 20, 2007.

THIRD: The Company is hereby dissolved because all of the Members hereby consent and agree that the Company no longer has any purpose to conduct business.

FOURTH: All debts, obligations, and liabilities of the LLC have been paid or discharged, or adequate provision has been made therefor pursuant to Section 608.4421.

FIFTH: All remaining property and assets by the LLC have been distributed among its members in accordance with their respective rights and interests.

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

DATED this 20th day of August, 2007.

Paydirt Ventures III, LLC

James L. Cline, Member

John E. Amos III, Member

Kenneth W. Sanders, Member