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L98000003314

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LIMITED LIABILITY DISSOLUTION

WAINBOW, L.L.C.

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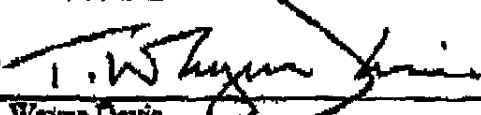
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**ARTICLES OF DISSOLUTION
OF
WAINBOW, L.L.C.**

1. The name of this Corporation is Wainbow, L.L.C. (the "Company"), Charter No. L98000003314, which was duly incorporated in Florida on December 21, 1998.
2. The effective date of this dissolution will be the date these Articles of Dissolution are filed with the Florida Secretary of State.
3. All debts, obligations, and liabilities of the Company have been paid or discharged.
4. All remaining property and assets have been distributed to its members in accordance with its rights and interests.
5. There are no suits pending against the Company in any court.
6. The dissolution of the Company was approved by written consent of the undersigned, which are all of the members of this Limited Liability Company on December 29, 2003, which is effective December 29, 2003.


Robert D. Davis

12/29/03
Date


T. Wayne Davis

12/29/03
Date

03 DEC 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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**WAINBOW, L.L.C.
MINUTES OF MEETING
OF
OF THE MEMBERS**

A special meeting of all of the members of Wainbow, L.L.C (the "Company"), was held via conference call on December 29, 2003.

Pursuant to the authority contained in Section 608.422, Florida Limited Liability Company Act, the adoption of the following resolutions is consented to by the undersigned, which are all of the members of this Limited Liability Company.

After discussion and due consideration, the members voted unanimously for the following resolutions:

RESOLVED, that all of the members hereby authorize that this Company be dissolved pursuant to Section 608.441 of the Florida Statutes, effective December 29, 2003; &

FURTHER RESOLVED, that the members of this Company are, and each of them is, authorized to pay all remaining debts of this Company and to distribute to the managers, the net assets of the Company remaining after winding up the Corporation; and

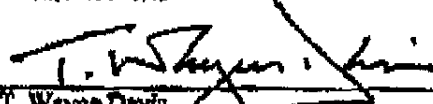
FURTHER RESOLVED, that the members of this Company are, and each of them is, authorized to execute and file a Certificate of Dissolution with the Florida Secretary of State substantially in the form attached hereto as Exhibit A; and

FURTHER RESOLVED, that the members of this Company are, and each of them is, authorized to execute, deliver, file and perform any and all other documents and instruments, to take any and all other action and to pay any amounts which any such officer may deem necessary or appropriate to effect the intent and purposes of the foregoing resolutions.

There being no further business, the meeting adjourned.


Robert D. Davis

12/29/03
Date


T. Wayne Davis

12/29/03
Date

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