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*As R
11/22/04*

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November 22, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

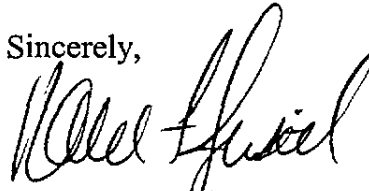
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF DISSOLUTION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Dissolution** for the following entity:

CHANGE AGENT PROGRAMS, INC.
Document No.: N98000004946

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 577-9090, when the document is ready. Thank you for your assistance in this matter.

Sincerely,



Karen F. Jusevitch
Paralegal

KFJ/hs
Enclosures

**ARTICLES OF DISSOLUTION
OF
CHANGE AGENT PROGRAMS, INC.
a Florida Not for Profit Corporation**

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**ARTICLE I
NAME**

The name of this Corporation is **CHANGE AGENT PROGRAMS, INC.**

**ARTICLE II
DATE DISSOLUTION WAS AUTHORIZED**

The dissolution of this Corporation was authorized on November 17, 2004.

**ARTICLE III
APPROVAL**

The Corporation has no members or members with voting rights. The Corporation is governed by its Board of Directors. Dissolution was approved by all of the members of the Board of Directors of this Corporation and, therefore, the number cast for approval was unanimous and therefore sufficient within the meaning of Section 617.1403(1)(c), Florida Statutes.

**ARTICLE IV
JOINT WRITTEN ACTION**

A copy of the written action of the Board of Directors of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors is attached hereto.

Signed this 17 day of November, 2004.

CHANGE AGENT PROGRAMS, INC.

By: Charlotte Jones
Charlotte Jones, President

**WRITTEN ACTION
OF THE BOARD OF DIRECTORS OF
CHANGE AGENT PROGRAMS, INC.**

The undersigned, being all of the members of the Board of Directors of CHANGE AGENT PROGRAMS, INC., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 617.0821, Florida Statutes:

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated; and

WHEREAS, the Corporation has no members or members with voting rights.

THEREFORE, BE IT

RESOLVED, that the by unanimous vote of the members of the Board of Directors, the Corporation be completely liquidated and dissolved; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 617.1402 and 617.1403, Florida Statutes.

FURTHER RESOLVED, that the Directors and Chairman of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. CHANGE AGENT PROGRAMS, INC, a Florida not for profit corporation (hereinafter referred to as the "Corporation"), will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 617.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete

liquidation, less any assets retained to meet claims, beginning on November 17, 2004, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Directors and Chairman of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

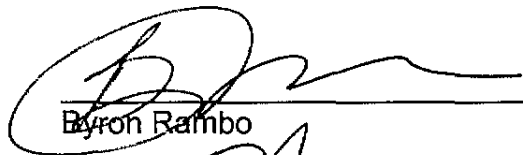
3. The Directors and Chairman of the Corporation are authorized to distribute all of the assets of the Corporation equally, whether in cash or in kind, in one distribution in complete liquidation, retaining such assets as are necessary to meet claims or liabilities of the Corporation, to organizations that qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 170(c)(2) of the Internal Revenue Code of 1986, and the applicable rules and regulations thereunder, to be used only for charitable, educational, or other purposes which are substantially similar to those of the dissolving corporation, or to the Federal, State, or local government for exclusive public purposes. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

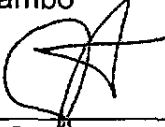
4. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

5. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of


Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 17th day of November, 2004.


Byron Rambo


Anthony Suarez


Martha Marinara


David Pratt