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Laureate Capital  
MORTGAGE BANKERS

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ARTICLES OF DISSOLUTION

OF

LINDSAY C. ROCCO, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, LINDSAY C. ROCCO, P.A., a Florida profit corporation (the "Corporation"), whose original Articles of Incorporation were filed with the Florida Department of State on January 28, 2000 and assigned document number P00000009690, as amended on July 3, 2001, submits the following Articles of Dissolution (these "Articles of Dissolution"):

Article 1. Name.

The name of the Corporation is

Lindsay C. Rocco, P.A.

Article 2. Dissolution Authorized.

The dissolution was authorized on June 11, 2005 by Action of the Sole Shareholder and Director by Unanimous Written Consent in Lieu of Special Meeting.

Article 3. Dissolution Approved.

The dissolution was approved by the sole Shareholder on June 11, 2005. The number of votes cast for dissolution by the Shareholders was sufficient for approval.

Article 4. Effective Date Of Dissolution.

The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Dissolution as of the 11 day of June, 2005.

LINDSAY C. ROCCO, P.A.

By:

  
Matthew G. Rocco, Director and President

# LINDSAY C. ROCCO, P.A.

## Action of the Sole Shareholder and Director by Unanimous Written Consent in Lieu of Special Meeting

Pursuant to the authority of the Professional Service Corporation and Limited Liability Company Act and sections 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned, being the sole Shareholder and Director of LINDSAY C. ROCCO, P.A., a Florida corporation (the "Corporation"), whose Articles of Incorporation were filed with the Florida Department of State on January 28, 2000, as amended on July 3, 2001, does hereby affirmatively *VOTE FOR, CONSENT TO, ADOPT, RATIFY, and APPROVE* the following resolutions:

WHEREAS, all debts, obligations, and liabilities of the Corporation have been paid or discharged;

WHEREAS, there are no suits pending against the Corporation in any court;

WHEREAS, the sole Shareholder and Director deems it to be in the best interests of the Corporation to dissolve and file Articles of Dissolution with the Florida Department of State;

WHEREAS, the sole Shareholder and Director desires that the dissolution of the Corporation be effective as of the date the Articles of Dissolution are filed with the Florida Department of State;

WHEREAS, the sole Director authorized and recommended dissolution of the Corporation to the sole Shareholder;

WHEREAS, the sole Shareholder approved the dissolution of the Corporation; it is hereby

RESOLVED, that the sole Shareholder and Director hereby ratifies and approves the dissolution of the Corporation pursuant to the Professional Service Corporation and Limited Liability Company Act and Florida Business Corporation Act; and it is further

RESOLVED, that the sole Shareholder and Director, Officers, and agents of the Corporation shall not incur any personal liability due to the dissolution and liquidation of the Corporation; and it is further


RESOLVED, that the Corporation shall not carry on any business except that appropriate to wind up and liquidate its business and affairs; and it is further

RESOLVED, that Lindsay C. Rocco, as Director and President of the Corporation, is authorized and directed to file Articles of Dissolution with the Florida Department of State; and it is further

RESOLVED, that the proper Officers of this Corporation are authorized to take such further action, execute and deliver all such further agreements, instruments and documents, in the name of the Corporation, as in their judgement shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the resolutions adopted hereby; and it is further

RESOLVED, that this Action of the Sole Shareholder and Director by Unanimous Written Consent in Lieu of Special Meeting may be executed and transmitted via facsimile machine and such signature shall be deemed to be the original signature of the signatory.

IN WITNESS WHEREOF, the undersigned has set her hand as of the 11 day  
of June, 2005.

  
Matthew G. Rocco  
Sole Shareholder and Director