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November 15, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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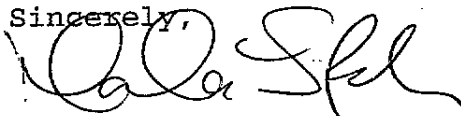
Re: Articles of Dissolution of Prisor, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Dissolution for the above referenced Florida corporations. Also enclosed is a check in the amount of \$35.00, representing the filing fee for each Article, payable to the "Department of State"

Thank you for your courtesies and if you have any questions regarding the above, please do not hesitate to contact the undersigned.

Sincerely,



Marlene Leon-Rubido, Esquire

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA STATUTES OF
PRISOR, INC., A FLORIDA CORPORATION

To: Department of State, Tallahassee, Florida

Pursuant to Section 607.1403, Florida Statutes, the undersigned Florida profit corporation adopts and submits these Articles of Dissolution for the purpose of dissolving said corporation and states as follows:

First: The name of the corporation to be dissolved is PRISOR, INC.

Second: The names and addresses of the officers of the corporation are as follows: Gonzalo E. Miro, 150 S.E. 2 Avenue, Miami, Florida 33131.

Third: The names and addresses of the directors of the corporation are as follows: Gonzalo E. Miro, 150 S.E. 2 Avenue, Miami, Florida 33131.

Fourth: Adequate provisions have been made for the payment of all liabilities and obligations of the corporation.

Fifth: No property or assets remained to be distributed among the shareholders of the corporation after payment of all debts, obligations, and liabilities of the corporation.

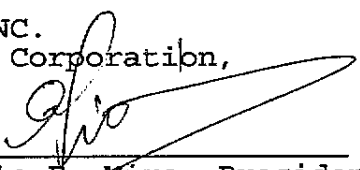
Sixth: There are no actions pending against the corporation in any court.

Seventh: Both the corporation and the shareholders of the corporation elected to dissolve the corporation by the unanimous written consent of the shareholders and by a resolution to dissolve having been duly adopted by the shareholders. A photocopy of the Shareholder Unanimous Written Consent and Resolution is attached to these Articles of Dissolution.

Eighth: The dissolution of the corporation was approved by shareholders of the corporation and the number of votes cast for dissolution was sufficient for approval.

Signed this 8 day of November, 2000.

PRISOR, INC.
A Florida Corporation,


by: Gonzalo E. Miro, President,
Director, and Sole Shareholder of
Prisor, Inc.

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TALLAHASSEE
FLORIDA
STATE

RESOLUTION OF BOARD OF DIRECTORS OF
PRISOR, INC., A FLORIDA CORPORATION
RECOMMENDING VOLUNTARY DISSOLUTION

Whereas, in the opinion of the Board of Directors of PRISOR, INC., it is in the best interest of the corporation and its shareholders that the corporation be dissolved.

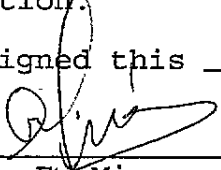
It is therefore RESOLVED as follows:

1. That the Board of Directors of PRISOR, INC., a Florida corporation, recommend that said corporation be dissolved.

2. That the question of the dissolution of the corporation be submitted to a vote of the shareholders at a special meeting of the Board of Directors, Officers and Shareholders called for such purpose on November 8, 2000 at the offices of the corporation.

3. That in the event that the shareholders approve the dissolution by majority vote, that the officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent to dissolve to all known creditors of and claimants against the corporation; and to take such further actions as may be necessary or appropriate to carry out the intent of this resolution.

Signed this 8 day of November, 2000.



Gonzalo E. Miro
President and Director
of PRISOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SHAREHOLDER'S RESOLUTION AND UNANIMOUS WRITTEN
CONSENT TO VOLUNTARY DISSOLUTION OF
PRISOR, INC., A FLORIDA CORPORATION**

Whereas, the Board of Directors of PRISOR, INC. at a special meeting held on November 8, 2000 at the offices of the corporation, adopted resolutions recommending the dissolution of the corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting;

Whereas, the undersigned, being all of the shareholders of PRISOR, INC., a Florida corporation, does hereby consent to the voluntary dissolution of such corporation and does hereby authorize and direct the officers of the corporation to take all steps necessary and appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned sole stockholder has signed his name and dated the signing opposite the number of shares of the corporation held by him of record on such date.

Signed this 8 day of November, 2000.



Gonzalo E. Miro,
Sole Shareholder of
PRISOR, INC.

100%
Number of shares

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA