P00000081815 ELLIS LEVIN & GANN ELLIS LEVIN (1893-1960)

KYLE ZAVOROTNY kzavorotny@levingann.com

> DIRECT DIAL 410-321-4665

A PROFESSIONAL ASSOCIATION
NOTTINGHAM CENTRE, 8TH FLOOR
502 WASHINGTON AVENUE
TOWSON, MARYLAND 21204-4525

410-321-0600 TELECOPIER 410-296-2801

March 14, 2001

Florida Department of State Division of Corporation P.O. Box 6327 Tallahassee, FL 32314

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Re: Distributor Partners of America, Inc.

Dear Sir/Madam:

Enclosed you will find Articles of Dissolution for Distributor Partners of America, Inc. for filing in reference to the above entity.

Also enclosed you will find a check for \$43.75 for your fees, representing the \$35.00 filing fee and the \$8.75 for a certified copy.

The certified copy should be returned to me at the above address.

Thank you for your cooperation in this matter.

Sincerely,

Kyle D. Zavorotny

FILED

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SECRETARY OF STATE
ANASSEF FLORIDA

KDZ/kn

Enclosures as indicated

cc/encl: Mr. Randy Moss

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ARTICLES OF DISSOLUTION

OF

DISTRIBUTOR PARTNERS OF AMERICA, INC.

Pursuant to 607.1401 Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is "DISTRIBUTOR PARTNERS OF AMERICA, INC."

SECOND: The filing date of the Articles of Incorporation was August 29, 2000.

THIRD: None of the corporation's shares have been issued.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: A majority of the directors authorized the dissolution.

Signed this _____ day of ________, 2001

DISTRIBUTOR PARTNERS OF AMERICA, INC.

Randy Moss, President