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DISSOLUTION

QCCAPITAL, INC.

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ARTICLES OF DISSOLUTION

QCCAPITAL, INC.

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is QCcapital, Inc.

SECOND: The date the dissolution was authorized: August 29, 2003.

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

FOURTH: The dissolution shall be effective upon filing.

Signed this 29th day of August 2003.



Scott C. Newquist, President

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PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

This Plan of Complete Liquidation and Dissolution (the "Plan") of QCcapital, Inc. (the "Company"), a Florida corporation, is intended to effectuate the liquidation (including making adequate provisions for the liabilities of the Company) and dissolution of the Company pursuant to Sections 607.1402, 607.1403 and 607.1405, Florida Statutes.

1. **Approval of Plan.** This Plan shall be effective immediately (the "Effective Date").

2. **Execution of the Plan.** Upon the Effective Date, the Company shall be deemed to:

(a) **Tax-Related Documents.** Authorize and direct its officers to execute and file all forms, certificates, papers and any other documents as may be required by local, state and/or federal tax agencies before the Company may be dissolved.

(b) **Liquidation.** Authorize and direct its officers to sell, exchange, or otherwise dispose of or reduce to cash all of the assets, properties or rights of the Company exclusive of any assets to be distributed in kind.

(c) **Provision for Obligations.** Authorize and direct its officers to pay or make provision for the payment of all obligations and liabilities of the Company, including local, state and federal tax liabilities. The officers shall also ascertain the extent of any contingent liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment for such contingent liabilities.

(d) **Distribution of Assets.** Authorize and direct its officers to make distributions to the shareholders of the assets of the Company either in kind or the proceeds resulting from the sale or other disposition of its assets, and/or rights, such distributions to be made pro rata, in complete cancellation or redemption of all outstanding stock of the Company. Such distributions are to be made only from such assets, properties and rights of the Company as remain after provision has been made to pay all of the liabilities of the Company, including any reserve established to meet contingent liabilities.

(e) **Withdrawal from Other Jurisdictions.** Authorize and direct its officers to withdraw the Company from all jurisdictions in which it is qualified to do business.

The liquidation shall be completed within the one (1) year period following the adoption of the Plan of Liquidation.

3. **Authorization of All Necessary Acts.** The directors and officers of the Company are further authorized and directed to adopt all resolutions, execute and file all certificates, documents, forms and papers, and to take all other actions they deem necessary or desirable for the purposes of carrying out this Plan and effecting the complete liquidation of the Company's assets, winding up its business and affairs and effecting its dissolution.

4. **Revocation.** At any time, when permitted by law, the Board of Directors may determine to revoke this Plan and the dissolution of the Company.