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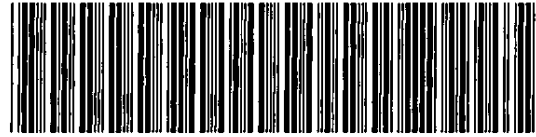
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Dc

**PAUL R. ALFIERI**  
ATTORNEY AND COUNSELOR AT LAW

2401 W. CYPRESS CREEK ROAD  
FT. LAUDERDALE, FLORIDA 33309

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FACSIMILE: (954) 301-2622  
Email: paul@calvaryftl.org

July 10, 2006

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

Re: Paul R. Alfieri, P.A.  
Corporate Dissolution – Effective December 31, 2005

Dear Sir or Madam:

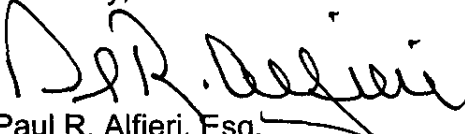
Enclosed please find the original and one copy of the Articles of Dissolution and a copy of the Consent without a Meeting of the Board of Directors and Shareholders of Paul R. Alfieri, P.A. consenting to the dissolution effective December 31, 2005.

I have also included our check in the amount of \$35.00 representing the required filing fee for the Articles of Dissolution with your office. Please forward a Certificate of Dissolution together with the copy of the Articles of Dissolution and Shareholder Meeting Minutes stamped filed.

If you need any additional information please feel free to contact me at the phone number or address listed above.

Thank you for your assistance in this matter.

Sincerely,

  
Paul R. Alfieri, Esq.

PRA/pjc  
Encls.

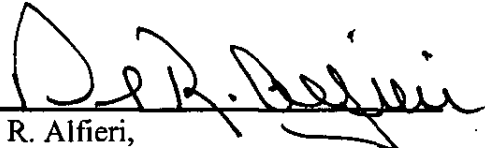
**Paul R. Alfieri, P.A.**

**Articles of Dissolution**

Pursuant to applicable sections of the Florida Statutes, this Corporation submits the following Articles of Dissolution:

1. The name of the corporation is Paul R. Alfieri, P.A., and;
2. The effective date of dissolution is December 31<sup>st</sup>, 2005 and;
3. The Dissolution was approved by the Board of Directors and Shareholders on December 15, 2005. The number of votes cast for dissolution was sufficient for approval, and;
4. That all liabilities and obligations of the Corporation have been paid or discharged or that adequate provision has been made therefore, and;
5. That all remaining property and assets of the Corporation have been distributed in accordance with its Articles of Incorporation and Bylaws, and;
6. That there are no actions pending against the Corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

Signed December 15<sup>th</sup>, 2005

  
Paul R. Alfieri,  
President, Director and Shareholder of  
Paul R. Alfieri, P.A.

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DIVISION OF CORPORATIONS  
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**Action of the Board of Directors and Shareholders**

**of**

**Paul R. Alfieri, P.A.**

On December 15, 2005 the Board of Directors and Shareholders of Paul R. Alfieri, P.A., a Florida Professional Association met for the purpose of approving the Dissolution of the Corporation and approved by unanimous consent the effective date of the Dissolution of the Corporation as of December 31, 2005 and further state:


**RESOLVED:** That all liabilities and obligations of the corporation have been paid or discharged or that adequate provision has been made therefore, and

**FURTHER RESOLVED:** That all remaining property and assets of the corporation shall be distributed or otherwise liquidated in accordance with the Corporation's Article of Incorporation and Bylaws.

**FURTHER RESOLVED:** That there are no actions pending against the Corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

**FURTHER RESOLVED:** That upon the effective date of the Dissolution, the Corporation will have no outstanding business and have no remaining assets or debts. That the dissolution of Paul R. Alfieri, P.A. is formally approved effective December 31, 2005 and the President of the Corporation is authorized to file the appropriate documents with the State of Florida, Secretary of State, Division of Corporations to effectuate the dissolution.

The following being all of the Directors and Shareholders of the Corporation, by their signature below, consent to and authorize the action taken by the Board of Directors and the Shareholders without a meeting this 15<sup>th</sup> day of December, 2005.

  
Paul R. Alfieri, Director and Shareholder