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January 12, 2002

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

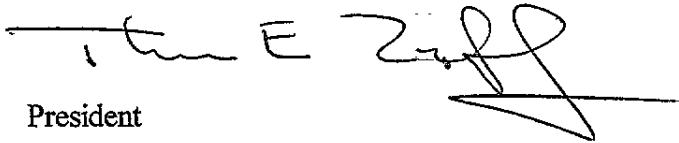
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attached are the "Articles of Dissolution" for the Florida Corporation, TEZ Associates, Inc.

Effective December 31, 2001, we have retired from business, the Corporation no longer has income, there are no liabilities and the bank accounts have been closed.

Please process accordingly.

Thomas E. Zopff


President

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ARTICLES OF DISSOLUTION

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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution: STATE TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: TEZ ASSOCIATES, INC

SECOND: The date dissolution was authorized: DECEMBER 31, 2001

THIRD: Adoption of Dissolution (CHECK ONE)

[X] Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

[] Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 12th day of JANUARY, 2002.

Signature [Handwritten Signature] (By the Chairman or Vice Chairman of the Board, President, or other officer)

THOMAS E. ZOPFF (Typed or printed name)

PRESIDENT (Title)