

P95000092252

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LETTER OF TRANSMITTAL

To: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

From: Charles Holland
Holland & Associates Consulting, Inc.
6446-10 E Trailridge Cir
Mesa, AZ 85215-0808

Phone: 480-654-5783
FAX: 480-396-0089
E-mail: chholland@aol.com

RE: ARTICLES OF DISSOLUTION AS A FLORIDA CORPORATION
Holland & Associates Consulting, Inc. #P95000092252

Please also find attached our check #1320 for \$52.50, as follows:

(a) Filing fee	\$35.00
(b) Certified copy of these Articles,	\$8.75
(c) Certificate of Status,	\$8.75

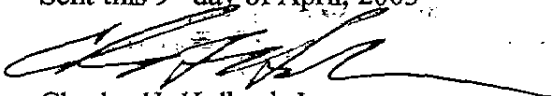
The above named corporation has changed its state of incorporation by filing Articles of Domestication in Arizona with an effective date of April 5, 2002. There have been many unsuccessful exchanges of communication with the Florida Department of Corporations seeking the correct procedure for terminating corporate status in Florida while still remaining a fully operational corporation in other jurisdictions. The Department staff continues to indicate that the only procedure in Florida is to file Articles of Dissolution.

Therefore, attached are Articles of Dissolution as a Florida Corporation.

These Articles are clear that the "dissolution" is only with respect to the corporation's prior status and activities in Florida. The corporation continues as an active entity incorporated in Arizona by Domestication and as a foreign corporation in Montana.

We hope that this form of Dissolution is acceptable within the Florida Statutes, and accomplishes our intended purpose of terminating all business and corporate registration in Florida.

Sent this 9th day of April, 2003

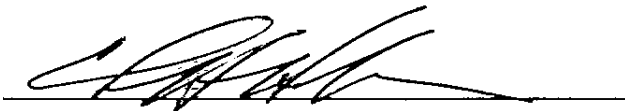

Charles H. Holland, Jr.
President, Holland & Associates Consulting, Inc.

ARTICLES OF DISSOLUTION AS A FLORIDA CORPORATION

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

- FIRST: The name of the corporation is Holland & Associates Consulting, Inc.
- SECOND: The corporation was incorporated in Florida on December 5, 1995; and subsequently registered as a Foreign Corporation in Arizona and Montana.
- THIRD: On April 2nd, 2002, the shareholders of the corporation unanimously approved the filing of Articles of Domestication in Arizona to move the incorporation jurisdiction of the corporation to Arizona. That filing did occur and was certified by Arizona as of April 5, 2002, with public publication of those Articles certified as completed on May 3, 2002.
- FOURTH: The affairs of the corporation in Florida were finalized on December 5, 2002. As of that date, the corporation has no business activities, no assets, no liabilities and no claims for or against it in Florida. The corporation no longer has an agent in Florida.
- FIFTH: Consistent with the corporation's termination of Florida activities and with its domestication completed to Arizona, the shareholders did unanimously approve on April 4, 2003, the filing of these Articles of Dissolution as a Florida Corporation, and to have the corporation removed from the rolls of Florida corporations.
- SIXTH: These Articles are not intended to have any effect upon the corporation's business, activities, assets, or corporate registrations in jurisdictions other than Florida.

Signed this 4th day of April, 2003, by



Charles H. Holland, Jr. President

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TALLAHASSEE, FLORIDA