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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 22, 1997

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

Attn: Amendment Section

RE: Alliance Consulting & Appraisal Group, Inc.

Dear Gentlemen and Ladies:

Please find enclosed Articles of Dissolution for Alliance Consulting & Appraisal Group, Inc., along with a check in the amount of \$35.00 to cover the fee for the dissolution.

If you have any questions, please do not hesitate to contact me.  
Thank you for your assistance in this matter.

Very truly yours,

John Joseph McHugh, Jr.

JJMc:bam  
Enclosures as noted

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ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE  
FLORIDA STATUTES

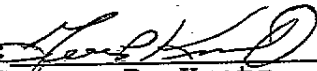
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Pursuant to the provisions of section 607.1403 of the Florida Statutes the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is: Alliance Consulting & Appraisal Group, Inc.
2. Dissolution was authorized on September 29, 1997.
3. The number of shares cast (by proper class of shareholders) in favor of dissolution was sufficient for approval.

Dated: September 29, 1997

Alliance Consulting & Appraisal  
Group, Inc.

BY:   
George P. Kmetz,  
Vice President