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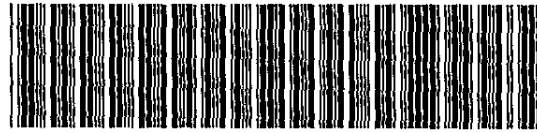
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TALLAHASSEE, FLORIDA

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**ROGERS, DEMPSEY AND PALADINO**

**ATTORNEYS**

**FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330**

**WEST PALM BEACH, FLORIDA 33401**

ROBERT O. ROGERS (1930 - 2002)

W. GLENN DEMPSEY  
RICHARD PALADINO

March 29, 2006

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

**VIA FEDERAL EXPRESS**

Florida Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

In re: EFT Cattle Company, Inc. ("Corporation")


To Whom It May Concern:

Please find enclosed the Articles of Dissolution, including the Plan of Liquidation, for the Corporation. Also enclosed is a check made payable to the Division of Corporations in the amount of \$35.00, representing the filing fee.

Please do not hesitate to contact the undersigned if you have any questions.

Sincerely,

ROGERS, DEMPSEY AND PALADINO



Richard Paladino

RP:jiw  
Enclosures - a/s  
cc: Edward J. Mahoney, CPA

**ARTICLES OF DISSOLUTION OF  
EFT CATTLE COMPANY, INC.**

1. The name of the corporation is EFT CATTLE COMPANY, INC. (hereinafter referred to as the "Corporation").

2. The names and addresses of the Corporation's officers are:

(i) Peter D. Kaupe President  
241 Bradley Place  
Palm Beach, Florida 33480

(ii) Don A. Wilson Secretary and Treasurer  
6608 Pamela Lane  
West Palm Beach, Florida 33405

3. The names and addresses of the Corporation's directors are:

(i) Peter D. Kaupe  
241 Bradley Place  
Palm Beach, Florida 33480

(ii) Don A. Wilson  
6608 Pamela Lane  
West Palm Beach, Florida 33405

4. All debts, obligations and liabilities of the Corporation have been satisfied.

5. All of the remaining property and assets of the Corporation have been distributed to the Corporation's shareholders.

6. There are no actions currently pending against the Corporation in any court.

7. A copy of the Plan of Liquidation for the Corporation, which was approved by the shareholders and directors of the Corporation on December 8, 2005, is attached to these Articles of Dissolution.

**FILED**  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Dissolution this 13 day of March, 2006.

  
Peter D. Kaupe, President

STATE OF FLORIDA       )  
                                      )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 13 day of March, 2006 by Peter D. Kaupe who is the President of EFT Cattle Company, Inc., a Florida corporation, and who is either personally known to me or who has produced his drivers license as identification.

  
Notary Public, State of Florida

My Commission Expires:



RP/jiw/doc 06/Kaupe

**PLAN OF LIQUIDATION FOR  
EFT CATTLE COMPANY, INC.**

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of EFT CATTLE COMPANY, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgment of the Board of Directors and sole shareholder of the Corporation, it is deemed advisable and in the best interest of the shareholders of the Corporation that the Corporation be liquidated and dissolved pursuant to the provisions in Sections 331 and 336 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code");

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan") to be effective as of December 31, 2005;

RESOLVED, that the President of the Corporation is hereby authorized to distribute to the shareholders of the Corporation all of the cash and other assets of the Corporation in complete liquidation of the Corporation;

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that the President and Secretary of the Corporation are authorized, empowered and directed to file all documents which they deem necessary or advisable to effectuate the complete liquidation of the Corporation,

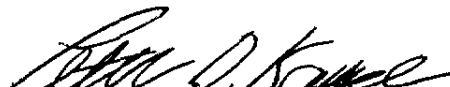
including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable.

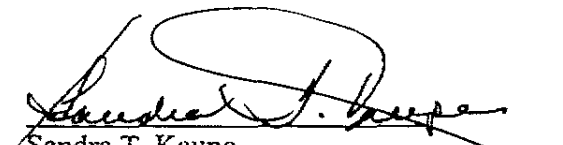
IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation have executed this written consent to action approving the above Plan of Liquidation for EFT Cattle Company, Inc. as of this 8<sup>th</sup> day of December, 2005.

Director

  
Don A. Wilson

  
Peter D. Kaupe

Shareholder

  
Sandra T. Kaupe

RP/sw/Doco5/Kaupe/Plan of Liquidation