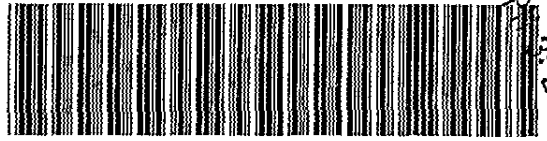


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ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: PRIME CAPITAL  
INVESTMENTS, INC.

SECOND: The date dissolution was authorized: 12/31/02

THIRD: Adoption of Dissolution (CHECK ONE)

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 17 day of JANUARY, 2003

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

BRIAN E. TRACY  
(Typed or printed name)

PRESIDENT  
(Title)