

P98000006598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

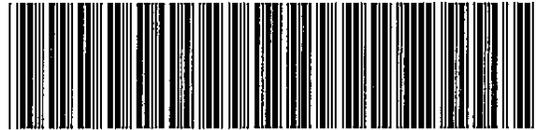
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12/15/05--01046--003 \*\*43.75

05 DEC 15 AM 10:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*12/15/05*

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: DISSOLUTION OF SECOND CAPITAL FUNDING CORP.

DOCUMENT NUMBER: P98000006598

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DANIEL T CASTILLO  
(Name of Contact Person)

35.00 PF  
8.75 - cert

BERNSTEIN & TOY, P.C.  
(Firm/Company)

1800 ST. JAMES PLACE, SUITE 300  
(Address)

ADR

HOUSTON, TX 77056  
(City/State and Zip Code)

For further information concerning this matter, please call:

DANIEL T CASTILLO at ( 832 ) 368-9559  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

STREET ADDRESS:  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
SECOND CAPITAL FUNDING CORP.

SECOND: The document number of the corporation (if known): P98000006598

THIRD: The date dissolution was authorized: DECEMBER 12, 2005

Effective date of dissolution if applicable: DECEMBER 15, 2005, before 10:30 a.m.  
(no more than 90 days after dissolution file date)

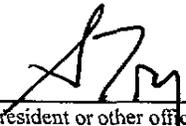
FOURTH: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by 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)

Signature:   
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

STANLEY O. TOY  
(Typed or printed name of person signing)

VICE-PRESIDENT  
(Title of person signing)

Filing Fee: \$35