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TRI-STAR ASSOCIATES, INC. ARTICLES OF DISSOLUTION

TRI-STAR ASSOCIATES, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST:

The name of the corporation is TRI-STAR ASSOCIATES, INC. (the "company").

SECOND:

The company's articles of incorporation were filed on February 27, 1998.

THIRD:

The company has not commenced business and none of the company's shares of stock have been issued.

FOURTH:

The company does not have any unpaid debt.

FIFTH:

The company's net assets remaining after winding up the company's affairs have been distributed to

the company's shareholders.

EXECUTED: December 30, 1999.

DONALD P. HĬNSON, President



TRI-STAR ASSOCIATES, INC.

DIRECTORS' WRITTEN CONSENT TO ACTION

Pursuant to F.S. 607.0821, the undersigned, being all of the members of the Board of Directors of TRI-STAR ASSOCIATES, INC. (the "Company"), hereby consent to and approve the following action(s):

Filing of the Articles of Dissolution on December _____, 1999, and refiling as Tri-Star Associates, LLC.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Company, have executed this written consent to action on December ______, 1999.

Donald P. Hinson, Director

Naney A. Hutson, Director

David W. Hutson, Director