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Member NY Bar

August 24, 1999

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/27/99--01070--022
*****350.00 *****35.00

To Whom it May Concern:

Enclosed please find the Articles of Dissolution for the following companies:

1. JP Mortgage of Athens, Inc.
2. JP Mortgage of Atlanta, Inc.
3. JP Mortgage of Texas, Inc.
4. JP Mortgage of West Houston, Inc.
5. JP Mortgage of Tampa, Inc.
6. JP Mortgage of Palm Beach, Inc.
7. JP Mortgage of South Carolina, Inc.
8. JP Mortgage of South Miami, Inc.
9. JP Mortgage of Charlotte, Inc.
10. JP Financial Group U.S.A., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

And also the dissolution fee of \$350.00. Please file at your earliest convenience. Please send confirmation in the enclosed self-addressed envelope.

If you have any questions or if the name is unavailable, please do not hesitate to contact me.

Sincerely,


Richard Ehrlich

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Enclosures: As stated

V. SHEPARD SEP 8 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

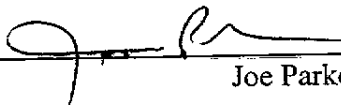
ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

- FIRST: The name of the corporation is: JP Mortgage of Athens, Inc.
- SECOND: The filing date of the articles of incorporation was: July 24, 1998
- THIRD: None of the corporation's shares have been issued.
- FOURTH: No debt of the corporation remains unpaid.
- FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- SIXTH: Adoption of Dissolution: A majority of the directors authorized the dissolution.

Signed this 25th day of AUGUST, 19 99.

Signature



Joe Parker

JOE Parker

Printed name

President

Title