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September 26, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Victory Software, Inc.

Dear Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Dissolution of Victory Software, Inc., along with the filing fee of \$35.00. Please file the original and return a conformed copy along with your acknowledgment letter to me in the self-addressed pre-stamped envelope enclosed herewith. Should you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

Marcie Steed

Marcie Steed
Secretary to Thomas J. Gilliam, Jr.

/ms
Enclosures
N1.24931

void

T. LEWIS OCT 3 2000

**ARTICLES OF DISSOLUTION
OF
VICTORY SOFTWARE, INC.**

FILED
00 SEP 28 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The name of this corporation is VICTORY SOFTWARE, INC. (the "Corporation"), which was duly incorporated on September 18, 1998, by the State of Florida.

II. The name, title and post office address of the officers of the Corporation are as follows:

Malcolm V. Meekison
President
2533 Rosedown Drive
Cantonment, Florida 32533

Veronika Meekison
Treasurer
2533 Rosedown Drive
Cantonment, Florida 32533

Thomas J. Gilliam, Jr.
Secretary
751 Piney Lane
Cantonment, Florida 32533

Janet D. Gilliam
Vice-President of Production
751 Piney Lane
Cantonment, Florida 32533

Scott W. McPherson
Vice-President of Marketing
3082 Fermanagh Drive
Tallahassee, Florida 32308

III. The name and post office address of the directors of the Corporation are as follows:

Malcolm V. Meekison
2533 Rosedown Drive
Cantonment, Florida 32533

Veronika Meekison
2533 Rosedown Drive
Cantonment, Florida 32533

Thomas J. Gilliam, Jr.
751 Piney Lane
Cantonment, Florida 32533

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. There are no remaining assets or property for distribution to the shareholders.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A copy of the unanimous written consent is incorporated herein by reference and attached hereto as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 24th day of September, 2000 in Escambia County, Florida.

Malcolm V. Meekison

Malcolm V. Meekison, President

ATTEST:

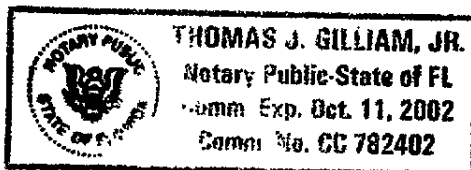
Thomas J. Gilliam, Jr.

Thomas J. Gilliam, Jr., Secretary

STATE OF FLORIDA

COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of September, 2000 by MALCOLM V. MEEKISON, as President of Victory Software, Inc., who is personally known to me, and who acknowledged before me that he executed these Articles of Dissolution of Victory Software, Inc. on behalf of the corporation.



Thomas J. Gilliam, Jr.
Print Name: THOMAS J. GILLIAM, JR.
NOTARY PUBLIC - STATE OF FLORIDA
Commission No: CC 782402
Commission Expires: OCT. 11, 2002

EXHIBIT "A"


**UNANIMOUS WRITTEN CONSENT
OF DIRECTORS AND SHAREHOLDERS**

THE UNDERSIGNED, being all of the directors and shareholders of VICTORY SOFTWARE, INC., hereby consent to the filing of the Articles of Dissolution to which this Consent is attached.

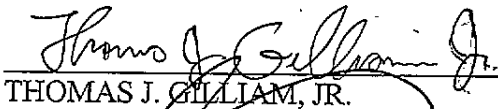
EXECUTED this 29th day of September, 2000.



MALCOLM V. MEEKISON



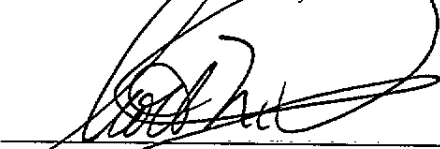
VERONIKA MEEKISON



THOMAS J. GILLIAM, JR.



JANET D. GILLIAM



SCOTT W. MCPHERSON