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CONNER & WINTERS

A PROFESSIONAL CORPORATION

TULSA

HENRY G. WILL
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LYNNWOOD R. MOORE, JR.
ROBERT A. CURRY
STEVEN W. McGRATH
D. RICHARD FUNK
RANDOLPH L. JONES, JR.
J. RONALD PETRUKIN
LARRY B. LIPE
JAMES E. GREEN, JR.
MARTIN R. WING
JOHN W. INGRAHAM
ANDREW R. TURNER
DOUGLAS M. RATHER
GENTRA ABBEY SOREM
R. KEVIN REDWINE
TONY W. HAYNIE
BRUCE W. FREEMAN
DAVID R. CORDELL
JOHN M. HOVE

C. RAYMOND PATTON, JR.

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ROBERT J. MELGAARD
P. SCOTT HATHAWAY
LAWRENCE A. HALL
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MARK E. DREYER
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GREGORY D. RENBERG
MARK D. BERMAN*
KATHERINE G. COYLE
REBECCA S. WOODWARD
BEVERLY K. SMITH
MELODIE FREEMAN-BURNEY
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OF COUNSEL*

BENJAMIN C. CONNER
(1879-1963)
JOHN M. WINTERS, JR.
(1901-1989)

* Not Admitted in Oklahoma

February 12, 2001

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*****43.75 *****43.75

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution of C. Allen Consulting Group, Inc.

Dear Sir or Madam:

Enclosed please find duplicate original copies of the Articles of Dissolution of C. Allen Consulting Group, Inc., a Florida corporation. Please file the dissolution of record, and return a file-stamped copy of the Articles of Dissolution to me. Also, please provide me with one certified copy of the Articles of Dissolution. I have enclosed our firm check in the amount of \$43.75 for the \$35 filing fee, and the \$8.75 certified copy charge. I have enclosed a return self-addressed, stamped envelope for your convenience.

If you should have any questions concerning the enclosed, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

Paula L. Skidmore

Paula L. Skidmore, Legal Assistant

Enclosures

cc: Craig A. Daley
P. Scott Hathaway

Dissolution

T BROWN FEB 21 2001

ARTICLES OF DISSOLUTION

FILED
01 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

C. Allen Consulting Group, Inc. (the "Corporation"), a Florida corporation, acting by and through the undersigned officer of the Corporation, for the purpose of dissolving the Corporation pursuant to Section 607.1403 of the Florida Business Corporations Act (the "Act"), hereby states and certifies as follows:

1. The name of the Corporation is: C. Allen Consulting Group, Inc.
2. The date of issuance of the Certificate of Incorporation of the Corporation was March 17, 1999.
3. The date the dissolution of the Corporation was authorized is December 22, 2000.
4. The dissolution was approved by the sole shareholder of the Corporation in accordance with subsection (6) of Section 607.1402 of the Act. The number of votes cast for the dissolution was sufficient for approval.
5. The Consent, signed by the sole shareholder of the Corporation entitled to vote on a dissolution, is attached hereto.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be signed by its President this 12th day of January, 2001.

C. ALLEN CONSULTING GROUP, INC.

By Craig A. Daley
Craig A. Daley, President

C. ALLEN CONSULTING GROUP, INC.

**CONSENT TO ACTION IN LIEU OF
SPECIAL MEETING OF SOLE SHAREHOLDER**

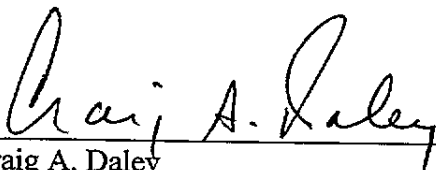
The undersigned, being the sole holder of all of the issued and outstanding common stock, par value \$1.00 per share, of C. Allen Consulting Group, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), acting by written consent without a meeting pursuant to Section 607.0704 of the Florida Business Corporations Act, voting and acting as the sole holder of all of the outstanding shares of the Corporation, does hereby adopt and consent to the adoption of the following resolutions:

RESOLVED, that the Corporation should be liquidated and dissolved voluntarily as of the 22nd day of December, 2000;

FURTHER RESOLVED, that such liquidation and dissolution is duly adopted pursuant to the provisions of Section 607.1402(6) of the Florida Business Corporations Act; and

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized to take any and all actions necessary or appropriate in such officers' judgment, to effect the dissolution of the Corporation, including filing Articles of Dissolution with the Florida Secretary of State.

DATED as of December 22nd, 2000.



Craig A. Daley