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DISSOLUTION

VPC HOLDING CORP.

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DIVISION OF CORPORATIONS

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**ARTICLES OF DISSOLUTION
OF
VPC HOLDING CORP.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is VPC Holding Corp.
2. The dissolution of this corporation was authorized and unanimously adopted by the Shareholders of this Corporation on March 15, 1999, after recommendation and approval of same by the unanimous vote of the Board of Directors of this Corporation on the same date. All Shareholders of this Corporation were entitled to vote and all of those shares voting approved the dissolution of this Corporation. The number of votes cast for the dissolution by the Shareholders was sufficient for approval of dissolution.
3. The effective of this dissolution shall be March 31, 1999.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Dissolution this 27th day of March, 1999.


JAMES S. CARROLL, President

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This document was prepared by:
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