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CR2E031(7/97)

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Venture Advisors, Inc, Charter No S94307.

SECOND: The dissolution was authorized on May 1, 2001.

THIRD: Dissolution was approved by the shareholders. The number of votes cast for

dissolution was sufficient for approval. The number of votes cast by the common shareholders was sufficient for approval and there was no other class of stock

entitled to vote.

Signed this 10th day of May 2001

Venture Advisors, Inc

Daniel Tessler President

CERTIFICATE OF DISSOLUTION

OF

VENTURE ADVISORS, INC

VENTURE ADVISORS, INC, a Florida corporation, Charter No S94307, does hereby certify:

FIRST:

That the sole Director and the sole stockholder of the Corporation on May 1, 2001 duly adopted the following resolutions in accordance with the by-laws of the Corporation:

RESOLVED that the sole stockholder and the sole Director deem it advisable that the Corporation be liquidated and dissolved, and

FURTHER RESOLVED that the President of the Corporation is authorized and directed to liquidate the Corporation in accordance with applicable law, execute and file a Certificate of Dissolution with the Secretary of State of Florida, and prepare, execute, file and/or record in the name and on behalf of the Corporation any document, agreement, certificate or other instrument, and perform any and all acts and make such payments, as he may deem necessary or desirable to effectuate this resolution.

SECOND:

That the dissolution of the corporation was duly authorized in accordance with the laws of Florida, and that this certificate shall be effective not later than August 25, 2001.

THIRD:

That the name and address of the sole Director and sole officer of the Corporation is Daniel Tessler, President, 4521 PGA Boulevard, #330, Palm Beach Gardens, Florida 33418.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President this 1st day of May 2001.

Daniel Tessler