

V54655

BRACEWELL & PATTERSON, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

LINCOLN PLAZA
500 N AKARD ST STE 4000
DALLAS TX 75201-3387
214 740 4000
FAX 214 740 4010

SOUTH TOWER PENNZOIL PLACE
711 LOUISIANA ST STE 2900
HOUSTON TX 77002-2781
713 223 2900

100 CONGRESS AVE STE 1900
AUSTIN TX 78701-4052
512 472 7800

2000 K STREET NW STE 500
WASHINGTON DC 20006-1872
202 828 5800

43 BROOK ST
LONDON W1Y 2BL ENGLAND
44 71 355 3330

March 6, 1997

Via Federal Express

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700002107517--4
-03/07/97--01088--002
*****35.00 *****35.00

Re: Articles of Dissolution
Sunbelt Business Capital Incorporated

Dear Sir or Madam:

Attached are the original and one copy of the Articles of Dissolution of Sunbelt Business Capital Incorporated. Also enclosed is a check in the amount of \$35.00 in payment of the filing fee.

Please return a file-stamped copy along with the certificate of this filing to my attention, a self-addressed stamped envelope has been enclosed for your convenience.

Very truly yours,

Bracewell & Patterson, L.L.P.



Susan E. Mitchell
Legal Assistant

/sem

cc: Mr. Daryl B. Robertson
Mr. Shane M. Egan

SH 3/10
Diss

FILED
TALLAHASSEE, FLORIDA

97 MAR -7 PM 12:25

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ARTICLES OF DISSOLUTION

The undersigned, being the duly elected President and Secretary of Sunbelt Business Capital Incorporated, a Florida corporation (the "**Corporation**"), does hereby state as follows, that:

- 1) The name of the Corporation is "Sunbelt Business Capital Incorporated."
- 2) Dissolution of the Corporation was (i) approved on February 18, 1997, by unanimous consent of the board of directors of the Corporation; and (ii) authorized on February 18, 1997, by written consent of the sole shareholder of the Corporation.
- 3) The number of shares cast in favor of dissolution of the Corporation was sufficient for approval.
- 4) The effective date of these Articles of Dissolution shall be February 18, 1997.
- 5) The name and address of the President, Secretary and Treasurer of the Corporation is:

Name

Address

Lee B. Sanders

700 North Pearl Street, Suite 2170
Dallas, Texas 75201

- 6) The name and address of the sole director of the Corporation is:

Name

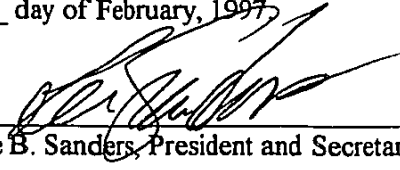
Address

Lee B. Sanders

700 North Pearl Street, Suite 2170
Dallas, Texas 75201

- 7) All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made therefor.
- 8) All remaining property and assets of the Corporation have been distributed to the sole shareholder in accordance with its rights and interests.
- 9) There are no actions pending against the Corporation in any court.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has
executed these Articles of Dissolution as of on this 18 day of February, 1997.



Lee B. Sanders, President and Secretary