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FILED
00 DEC 11 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 926253 4814048

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 35.00

ORDER DATE : December 11, 2000

ORDER TIME : 12:16 PM

ORDER NO. : 926253-005

CUSTOMER NO: 4814048

800003495188--1

CUSTOMER: Aimee Williams, Legal Asst
Waller Lansden Dortch & Davis
Suite 2100
511 Union Street
Nashville, TN 372191760

DOMESTIC FILINGS

NAME: OCA TRAINING, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
00 DEC 11 PM 12:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Tamara Odom - EXT# 1104

EXAMINER'S INITIALS: _____

ARTICLES OF DISSOLUTION

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

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TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: OCA Training, Inc.

SECOND: The date dissolution was authorized: December, 2000

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

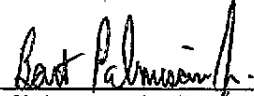
Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 15th day of December, 2000

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Bartholomew F. Palmisano, Jr.
(Typed or printed name)

Chief Financial Officer and Secretary
(Title)