

P94000067600

123 Old Buggy Trail
Hillsborough, NC 27278
June 4, 1997

To whom it may concern:

Please file the enclosed Articles of Dissolution for QM Software, Inc. A check for the \$35.00 Filing Fee is included.

Do not hesitate to contact me at (919)471-0193 with any questions.

Thank you for your attention to this matter.

Sincerely,



Richard B. Baker, III

FILED
97 JUN -9 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002206912--2
-06/10/97--01012--004
*****35.00 *****35.00

Handwritten signature and date: 6/16/97

ARTICLES OF DISSOLUTION

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

FILED
97 JUN -9 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: QM Software, Inc.

SECOND: The date dissolution was authorized: 4/30/97

THIRD: Adoption of Dissolution (CHECK ONE)

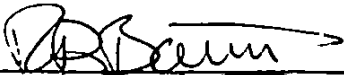
- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

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 6th day of June, 19 97.

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

Richard B. Baker, III
(Typed or printed name)

Director
(Title)

June 6, 1997
Oliver C. Williams
Expires 10-9-01