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FILED
99 MAY 12 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 10, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: **ROSS W. STANLEY REAL ESTATE, INC.**
Charter No. 4-51256(?)

900002872239--6
-05/12/99--01029--005
*****87.50 *****43.75

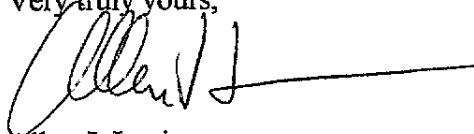
Gentlemen:

Enclosed herewith you will find original and one (1) copy of Articles of Dissolution of the above named corporation. If you find same to in proper form and order kindly process same in the proper manner, certifying and returning one (1) copy of the Articles to my office.

I am also enclosing herewith my check made payable to The Florida Department of State to cover the filing fee and certified copy of the Articles of Dissolution.

Thank you very much for your cooperation in this matter.

Very truly yours,



Allen J. Levin
Attorney at Law
AJL:sam
Enclosures - 3
FLDPTREV/DIVICORP

Diss
5-20-99
DWS

**ARTICLES OF DISSOLUTION
OF
ROSS W. STANLEY REAL ESTATE, INC.**

FILED

99 MAY 12 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Section 607.1402 of the Florida Statutes the undersigned corporation adopt the following articles of dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is ROSS W. STANLEY REAL ESTATE, INC.
2. Adequate provision has been made for all debts, obligations, and liabilities of the corporation, contingent in nature, of which the corporation has actual knowledge.
3. All remaining property and assets of the corporation have been distributed among its stockholders in accordance with their respective rights and interests.
4. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order, or decree which may be entered against it, and there are no criminal proceedings pending against it.
5. The written consent to the dissolution of the corporation by all of its stockholders is attached.

Dated: May 10, 1999

ROSS W. STANLEY REAL ESTATE, INC.

(SEAL)

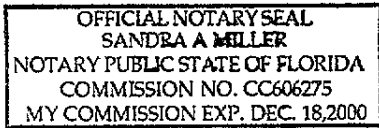
by Robert D. Morris
ROBERT D. MORRIS, President
and Secretary

STATE OF FLORIDA

COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 16th day of May, 1999, by ROBERT D. MORRIS as President and Secretary, of ROSS W. STANLEY REAL ESTATE, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me, or has produced _____ as identification.

My Commission Expires:



Sandra A. Miller
Signature of Notary Public
State of Florida at Large
Sandra A. Miller
Print, type or stamp commissioned name of Notary

CONSENT OF STOCKHOLDERS

I, the undersigned, being the sole stockholder of ROSS W. STANLEY REAL ESTATE, INC., do hereby give my written consent to the dissolution of the corporation.

Dated: May 10, 1999.

Robert D. Morris
ROBERT D. MORRIS