

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

J54688

Dow Management, Inc

Dess
KFS

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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-12/23/97-01068-006

*****35.00 *****35.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
97 DEC 24 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 DEC 23 AM 11:02
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: DOW MANAGEMENT, INC.
Ref. Number: J54688

We have received your document for DOW MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The shareholder resolution was not attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 297A00060204

Conciled
RECEIVED
SEP 24 AM 11:05
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

FILED


97 DEC 24 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Dow Management, Inc.
2. The names and respective addresses of its Officers are:

Duane A. Dow, President
Bernice B. Dow, Secretary/Treasurer
2400 Columbia Drive, Unit No. 6
Clearwater, Florida 34623
3. The names and respective addresses of its Directors are:

Duane A. Dow and Bernice B. Dow
Same addresses as number 2 above
4. All debts and obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.
5. All the remaining property and assets of the Corporation have been distributed among its shareholder(s) in accordance with their respective rights and interests.
6. There are no actions pending against the Corporation in any Court.
7. A copy of the Resolution to Dissolve dated December 8, 1997 is attached. The Resolution was adopted by 100% of the Shareholder(s) and Director(s) of the Corporation on the 8th day of December, 1997, all of whom have executed this instrument.


Duane A. Dow,
President, Director and Stockholder

By: Bernice B. Dow
Bernice B. Dow,
Secretary/Treasurer, Director and Stockholder

STATE OF FLORIDA :

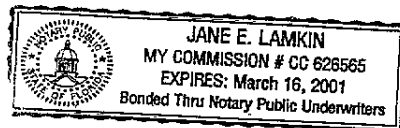
COUNTY OF PINELLAS :

BEFORE ME personally appeared Duane A. Dow, as President, and Bernice B. Dow, as Secretary, who constitute all of the Directors and Stockholders of the corporation and who have acknowledged before me that they executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 22nd day of December, 1997.

Jane E. Lamkin
NOTARY PUBLIC

My Commission Expires:



**MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND STOCKHOLDERS
OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
DOW MANAGEMENT, INC.**

A special meeting of the Board of Directors and Stockholders of **DOW MANAGEMENT, INC.**, a Florida Corporation, was held on the 8th day of December, 1997, at the offices of M. Kirby Watson, P. A., located at 201 2nd Avenue North, Suite C, St. Petersburg, Pinellas County, Florida. Present at this meeting were the following persons:

1. **Duane A. Dow, President, Director and Stockholder.**
2. **Bernice B. Dow, Secretary/Treasurer, Director and Stockholder.**
3. **M. Kirby Watson, Attorney.**
4. **Hurdis Chestnut, Accountant and Financial Advisor.**

By unanimous agreement, Duane A. Dow presided over this meeting as Chairman noting that the primary purpose of the meeting was to authorize and approve the Liquidation and Dissolution of the Corporation and moved to acknowledge and do the following:

1. That the Corporation has paid its corporate debts and ceased to do business.
2. The Chairman noted that the debts payable to the banks, creditors and to the stockholders had been satisfied in full, uncollectible or transferred to other parties.
3. The Chairman then noted that there were no assets remaining in the Corporation or if there were any assets, they were of a nominal nature to pay debts that might arise in payment for

utilities, advertising and other minor expense items such as payroll taxes, to wrap up the 4th quarter of 1997 along with all professional liquidation expenses.

4. The Chairman moved that a Plan of Liquidation be adopted pursuant to Section 331 of the Internal Revenue Code and that the Corporation be liquidated as soon as possible. The Chairman further noted that the Corporation's liquidation be adopted and Articles of Dissolution be filed with the Secretary of State before December 31, 1997.

5. The Chairman moved that the Corporation Liquidation take place and that any surplus funds be distributed to the Stockholders and that the gain or loss, to the extent that any was possible, would be realized and recognized by the Shareholders and determined by the Accountant.

6. The Chairman moved that the Accountant for the Corporation, Hurdis Chestnut of Hurdis Chestnut, Inc., located at P. O. Box 22443, St. Petersburg, Florida 33742, Telephone (813) 522-1122, to prepare the final balance sheet and liquidation to reflect no assets and no liabilities of the Corporation and to determine gain or loss for the Stockholders. Upon motion duly made, seconded and carried, the motion of the Chairman was unanimously approved and a Section 331 Liquidation of the Corporation was adopted to be completed on or before December 31, 1997 and Form 966 to be filed with the Internal Revenue Service reflecting the Corporation Dissolution or Liquidation for the year 1997.

7. The Chairman noted that there was nothing further to be performed other than the filing of the final Corporate return and moved that the Accountant for the Corporation file that Annual Return as a Final Return dated December 31, 1997. Upon motion duly made, seconded and carried, the motion of the Chairman was unanimously approved and Hurdis Chestnut was authorized to file the final Corporate Return, Form 1120 for December 31, 1997.

8. The Chairman moved to file Articles of Dissolution by having the President and Secretary/Treasurer sign the form and forward them to the Secretary of State. Upon motion duly made, seconded and carried, the motion of the Chairman was unanimously approved.

9. The Chairman moved for a Resolution to be adopted for the Liquidation and Dissolution of the Corporation and moved that necessary documentation be prepared for same by the attorney of the corporation, M. Kirby Watson, of M. Kirby Watson, P.A., 201 2nd Avenue North, Suite C, St. Petersburg, Pinellas County, Florida 33710, Telephone (813) 898-2000. Upon motion duly made, seconded and carried, the motion of the Chairman was unanimously approved.

10. The Chairman then moved that the meeting be adjourned as there was nothing further to be brought before the Officer(s), Stockholder(s) and Director(s) of the Corporation. Upon motion duly made, seconded and carried, the motion of the Chairman was unanimously approved and the meeting duly adjourned.

DOW MANAGEMENT, INC.,
a Florida corporation

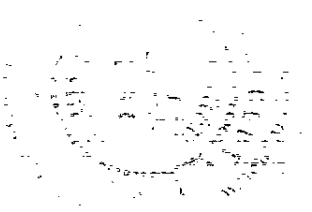
By: 

Duane A. Dow,
President, Director and Stockholder

Attest:



Bernice B. Dow,
Secretary, Director and Stockholder


(Corporate Seal)