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FILED  
2001 OCT - 5 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CSC  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

CONTACT: *Billy Young*

ACCOUNT #: 072100000032

REF#:

AUTHORIZATION:

*Patricia Pignata*

700004625267--5

COST LIMIT:

*\$35.00*

ORDER DATE:

*10/5/01*

ENTITY NAME:

*Marine Land Education & Research*

DOMESTIC FILING

FOREIGN FILING

- ARTICLES OF *Dissolution*
- CERTIFICATE OF LIMITED PARTNERSHIP
- QUALIFICATION
- CERTIFICATE OF LLC
- ARTICLES OF AMENDMENT

PLEASE RETURN

- STAMPED COPY
- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING

Return to: CSC  
1201 Hays Street  
Tallahassee, FL 32301

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

01 OCT - 5 PM 2:22

G. Coulllette OCT 05 2001

RECEIVED

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# ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Marineland Education and Research Conservancy, Inc.

SECOND: The articles of incorporation were filed on August 31, 1999

THIRD: The corporation has not commenced to conduct its affairs.

FOURTH: No debts of the corporation remain unpaid.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

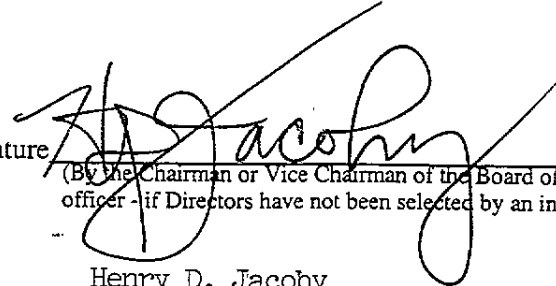
FIFTH: Adoption of dissolution (CHECK ONE)  
(Note: Cannot be authorized by an incorporator if the corporation has directors)

The dissolution was authorized by a majority of the directors:  
OR

The dissolution was authorized by an incorporator.

The dissolution was authorized by a majority of the incorporators.

Signed this 27th day of September, 2001

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer - if Directors have not been selected by an incorporator.)

Henry D. Jacoby

Typed or printed name

President

Title

Copy

**MINUTES OF SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF  
MARINELAND EDUCATION AND RESEARCH CONSERVANCY, INC.**

A special meeting of the Board of Directors of Marineland Education and Research Conservancy, Inc., ("MERC") a Florida not-for-profit corporation was held at the offices of Marine Park of Flagler L.P. on September 27, 2001. The following directors were present at the meeting constituting a quorum:

Henry D. Jacoby  
Kevin A. Roberts  
Reva F. Childress  
Charles W. Rush

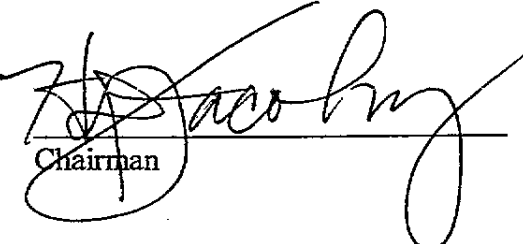
A Waiver of Notice was circulated among the members of the board. Henry Jacoby acted as Chairman and Reva Childress as Secretary of the meeting.

Mr. Jacoby called the meeting to order at 9:30 am.

After a short discussion, motion was made by Mr. Roberts, seconded by Mr. Rush, and the following resolution was unanimously adopted:

NOW, THEREFORE BE IT RESOLVED, that the Marineland Education and Research Conservancy, Inc. shall be dissolved and cease to exist as a corporation, effective immediately. Further, the board has determined that the corporation never commenced business, no assets exist and no debts of the corporation remain unpaid.

  
Secretary

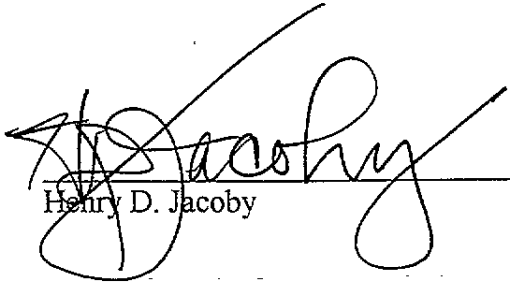
  
Chairman

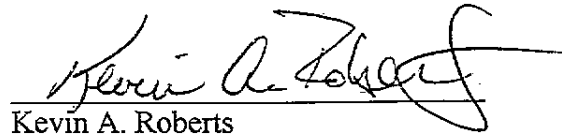
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WAIVER OF NOTICE OF SPECIAL MEETING OF  
THE BOARD OF DIRECTORS

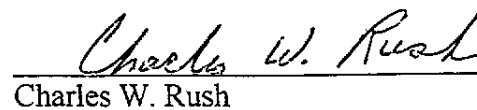
We, the undersigned, being a majority of the Board of Directors of  
Marineland Education and Research Conservancy, Inc., a not-for-profit Florida  
corporation (the "Corporation"), hereby waive notice of a special meeting of the Board of  
Directors of the Corporation held at the offices of Marine Park of Flagler L.P. on  
September 27, 2001, and consent to the actions taken thereat.

DATED: September 27, 2001

  
Henry D. Jacoby

  
Kevin A. Roberts

  
Reva F. Childress

  
Charles W. Rush