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OF COUNSEL
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July 19, 2001

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

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

RE: J.J. WALSH CONSTRUCTION, INC. / ARTICLES OF DISSOLUTION
OUR FILE NO: 84-218

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the executed Articles of Dissolution for J.J. Walsh Construction, Inc., along with our firm check made payable to the Secretary of State, in the amount of \$35.00, for payment of the filing fee associated with the dissolution. Also enclosed is a self-addressed, stamped envelope for your convenience in returning a "stamped in" copy of the Articles of Dissolution to the undersigned for our records.

Should you need anything further, please do not hesitate to contact the undersigned.

Very truly yours,

WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

Ami L. diLorenzo
AMI L. diLORENZO

FILED
01 JUL 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALD:mv

Enclosures

pc J.J. Walsh Construction, Inc.

Dissolution

T BROWN JUL 30 2001

**DISSOLUTION BY A MAJORITY OF THE
DIRECTORS OF J.J. WALSH CONSTRUCTION, INC.**

J.J. WALSH CONSTRUCTION, INC. filed its original Articles of Corporation on September 4, 1998;

J.J. WALSH CONSTRUCTION, INC. has not commenced business;

No debt of J.J. WALSH CONSTRUCTION, INC. remains unpaid;


The net assets (if any) of J.J. WALSH CONSTRUCTION, INC. remaining after winding up have been distributed to the shareholders, if shares were issued; and

A majority of the directors authorized the dissolution.

EXECUTED this 17 day of July, 2001

FILED
01 JUL 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesses:



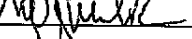
MERCEDES KEMBER



DENNIS GOFFAR

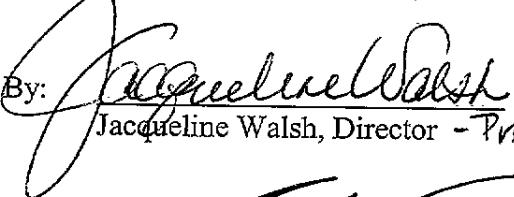


DENNIS GOFFAR

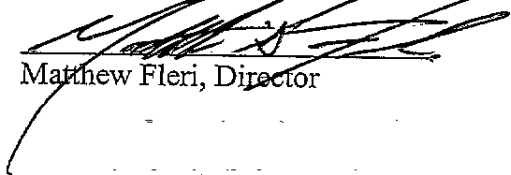


MERCEDES KEMBER

J.J. WALSH CONSTRUCTION, INC.

By: 

Jacqueline Walsh, Director - Pns.

By: 

Matthew Fleri, Director