

**Brian C. Sanders, P.A.**

ATTORNEY AT LAW  
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July 24, 1998



Board Certified  
Trial Attorney

FLORIDA DEFENSE LAWYERS ASSN.  
DEFENSE RESEARCH INSTITUTE

TELEPHONE  
(850) 243-8158

IRS #59-1943705  
FAX # (850) 243-2715

145606

DIVISION OF CORPORATIONS  
Florida Secretary of State  
PO BOX 6327  
TALLAHASSEE, FL 32314

200002600962--3  
-07/28/98--01090--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: FLORIDA ALLSTATE INVESTMENTS INC  
FEIN 59-0560030  
Document 145606

Dear Division of Corporations:

Attached please find the papers necessary to dissolve the above  
referenced corporation, and our firm check for \$35.00.

In there are any questions, please feel free to call me collect.

Thank you for your assistance in this matter.

Sincerely,

*Brian C. Sanders*  
Brian C. Sanders

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 28 AM 11:15

APPROVED  
AND  
FILED

*I called  
Judith Sanders  
on connections per  
letter #, qual to court  
of 6/29/98*

*D. Davis*

*CB  
7-29-98  
6*

FLORIDA  
ARTICLES OF DISSOLUTION  
OF  
FLORIDA ALLSTATE INVESTMENTS, INC.

APPROVED  
AND  
FILED  
98 JUL 28 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the Corporation is Florida Allstate Investments, Inc.

SECOND: The names and respective addresses of its officers are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Donald Sanders, Jr.	President	1211 Rutlege St. Madison, WI 53703
Brian Sanders, Esq.	Secretary/Director	171 C. Eglin Parkway NE Ft. Walton Beach, FL 32549
Jeffrey Cornwell	Director	2465 Sir Douglass St. Hamilton, OH 45013

THIRD: The names and respective addresses of the directors are as follows:

FOURTH: All liabilities and obligations of the Corporation have been paid or discharged.

FIFTH: All remaining assets have been distributed to the Shareholders according to their respective rights and interests.

SIXTH: There are no actions pending against the Corporation.

SEVENTH: The following resolution to dissolve the Corporation was adopted by the Shareholders on the 31st day of January, 1998. See copy of attached resolution.

RESOLUTION OF DIRECTORS FOR DISTRIBUTION OF ASSETS

WHEREAS proceedings to dissolve this Corporation have been commenced, and

WHEREAS, after paying or adequately providing for all of its known debts and liabilities


RESOLVED, that the cash remaining after the payment of all obligations shall be the given to the Shareholders in order to effect the dissolution of the Corporation.

The undersigned, being the Director of Florida All State Investments, Inc., authorizes, by his signature below, the above resolution. This unanimous written consent may be executed in one or more counter-parts, all of which together shall be one and the same instrument.

(Adopted by the number of officers and directors and shareholders  
Needed for dissolution)

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE HERETO SIGNED HIS NAME.

Executed effective this 31st day of January, 1998

  
DIRECTOR  
Secretary

FILED  
98 JUL 28 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## RESOLUTION FOR DISSOLUTION

WHEREAS, the Board of Directors of Florida All State Investments, Inc. deems it to be in the best interest of the Corporation and its Shareholders that the Corporation be dissolved:

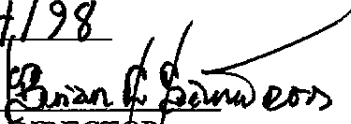
RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the question of dissolving the Corporation be submitted to a vote of the Shareholders at a special meeting to be held on the 31st day of January, 1998.

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of said Shareholders meeting, stating that the purpose thereof is to consider the advisability of dissolving the Corporation, to each Shareholder of record entitled to vote.

RESOLVED FURTHER, that a plan of dissolution will be discussed at such meeting to assemble and marshall all the assets of the Corporation; to pay all debts of the Corporation or to make adequate provision for the creditors and debtors of the Corporation and to apportion the remaining assets among the Shareholders according to their respective interests; to sell any or all assets on the terms and conditions, and for such consideration that the Officer deem reasonable or expedient and to execute such instruments that are necessary to transfer title of such assets; and, after the provisions of or payment of, all debts of the Corporation, to authorize the Officer of the Corporation to distribute the remaining assets of the Corporation to the Shareholders of record.

DATED 6/24/98

  
DIRECTOR  
Secretary

FLORIDA ALL STATE INVESTMENTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 28 AM 11:15

APPROVED  
AND  
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SHAREHOLDERS' AGREEMENT FOR DISSOLUTION

OF

FLORIDA ALL STATE INVESTMENTS, INC.

WHEREAS, the undersigned, being the holders of the capital stock of Florida All State Investments, Inc., a Corporation organized under the laws of the State of Florida, have determined that it would be advisable and in the best interest of the Corporation and its shareholders for the Corporation to be dissolved; now therefore, be it:

RESOLVED, that the shareholders of Florida All State Investments, Inc., hereby consent to the dissolution of the Corporation;

RESOLVED FURTHER, that the Officer and Director of Florida All State Investments, Inc., is authorized and directed to take all necessary steps to wind up the affairs of the Corporation, including lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto;

RESOLVED FURTHER, that the Officer and Director of Florida All State Investments, Inc., is authorized and directed to apply the assets, in cash or in kind, of the Corporation to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provisions for the payment of all of its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the Corporations's assets according to their respective rights and interests.

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TALLAHASSEE, FLORIDA

RESOLVED FURTHER, that the Officer and Director is hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any Federal, State or Local governments in connection with or by reason of liquidation and dissolution of Florida All State Investments, Inc., on behalf of the Corporation, including US Treasury Department Form 966;

RESOLVED FURTHER, that on completion of all liquidation actions, the Officer and Director of the Corporation is hereby authorized and required to file all documents required by law to complete the winding up of the affairs and dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument

Executed on the 31st day of January, 1998, at Fort Walton Beach, Florida

by Helen A. Sanders  
Brian B. Sanders  
SHAREHOLDER  
Guardian

WITNESS:

Judith F. Sanders  
Dede C. Cordier

APPROVED  
AND  
FILED  
98 JUL 28 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA