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LAW OFFICE

H. CRANSTON POPE, J.D., LL.M. (TAX)

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December 30, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Voluntary Dissolution of
MERRIAM INSURANCE AGENCY, INC.

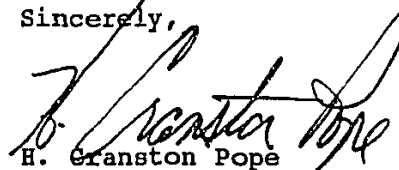
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***35.00 ***35.00

Dear Sir or Madame:

Enclosed please find the original and one copy of Articles of Voluntary Dissolution, together with a Written Consent of the Stockholders of Merriam Insurance Agency, Inc., to voluntary dissolve said corporation. If these meet with your approval, please file the originals and return a certified copy of the Articles of Voluntary Dissolution of Corporation to me. Our check in the amount of \$35.00 is enclosed for your fees.

Should you have any questions or require further information, please let us know.

Sincerely,


H. Cranston Pope

HCP/lj

Enclosures

SH 1/3
Diss

FILED
97 JAN -2 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF VOLUNTARY DISSOLUTION

OF

MERRIAM INSURANCE AGENCY, INC.

FILED
97 JAN -2 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Merriam Insurance Agency, Inc., do hereby for the purpose of complying with the Florida Statutes, Section 607.1403, in relation the voluntary dissolution of corporations, make and attest these Articles of Voluntary Dissolution and attach hereto the Written Consent of the Stockholders and certify the following:

Article I - Name

The name of the corporation is MERRIAM INSURANCE AGENCY, INC.

Article II - Date of Authorization of Dissolution

The shareholders authorized the dissolution of the corporation at a meeting held December 30th, 1996.

Article III - Effective Date

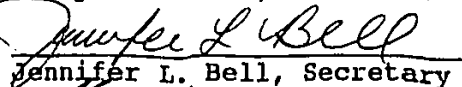
The dissolution of the corporation is to be effective as of the stroke of midnight, December 31, 1996.


Article IV - Shareholder Approval

The dissolution was approved by unanimous vote of the stockholders owning all of the issued and outstanding stock of the corporation.

IN WITNESS WHEREOF, the foregoing Articles of Dissolution have been executed by the corporation by its President, Secretary and Treasurer this 30th day of December, 1996.

 (Seal)
Joseph Ashbrook, President

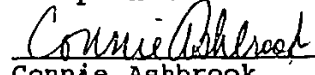
 (Seal)
Jennifer L. Bell, Secretary

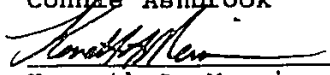
 (Seal)
Kenneth A. Merriam, Treasurer

WRITTEN CONSENT OF STOCKHOLDERS OF
MERRIAM INSURANCE AGENCY, INC.
TO VOLUNTARILY DISSOLVE

The undersigned, holders and owners of record of all issued and outstanding shares of stock of MERRIAM INSURANCE AGENCY, INC., a Corporation duly organized under the laws of the State of Florida, and entitled to vote on the dissolution thereof, do hereby adopt the Plan of Liquidation and Dissolution of the Corporation proposed by the Board of Directors and consent that the said Corporation be dissolved effective at midnight December 31, 1996, and do hereby consent in writing.

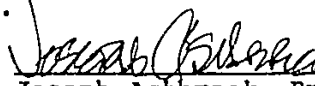
 (SEAL)
Joseph Ashbrook

 (SEAL)
Connie Ashbrook

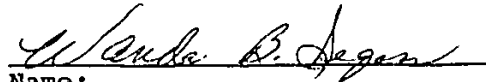
 (SEAL)
Kenneth A. Merriam

STATE OF FLORIDA
COUNTY OF BAY

Joseph Ashbrook, being duly sworn deposes and says that he is the president of Merriam Insurance Agency, Inc.; that the foregoing written consent of the stockholders of Merriam Insurance Agency, Inc., a Florida Corporation, consenting to the dissolution forthwith of said Corporation was so executed by the persons executing the same on the 30th day of December, 1996, that the total number of shares issued and outstanding of said Corporation is standing on the books of the corporation in the names of Joseph and Connie Ashbrook JTWROS, 4.92 shares, and Kenneth A. Merriam, 4.92 shares, the consenting stockholders, and no other persons own any stock in said Corporation.

 (SEAL)
Joseph Ashbrook, President

Sworn to and subscribed before me this 30th day of December, 1996.


Name:
Notary Public
My Commission Expires:



WANDA B SEGERS
My Commission CC355179
Expires Mar. 23, 1998
Bonded by HAI
800-422-1556

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
30th day of December, 1996 by Joseph Ashbrook,
President of Merriam Insurance Agency, Inc., who is personally
known to me and who did not take an oath.

Wanda B. Segers

Name:
Notary Public
My commission expires:



WANDA B SEGERS
My Commission CC355170
Expires Mar. 23, 1998
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
30th day of December, 1996 by Jennifer L. Bell,
Secretary of Merriam Insurance Agency, Inc., who is personally
known to me and who did not take an oath.

Wanda B. Segers

Name:
Notary Public
My commission expires:



WANDA B SEGERS
My Commission CC355170
Expires Mar. 23, 1998
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
30th day of December, 1996 by Kenneth A. Merriam,
Treasurer of Merriam Insurance Agency, Inc., who is personally
known to me and who did not take an oath.

Wanda B. Segers

Name:
Notary Public
My commission expires:



WANDA B SEGERS
My Commission CC355170
Expires Mar. 23, 1998
Bonded by HAI
800-422-1555