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HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

- FLORIDA
- GEORGIA
- ALABAMA

- \* FLORIDA BAR BOARD  
CERTIFIED TAX ATTORNEY
- \* FLORIDA BAR BOARD  
CERTIFIED ESTATE  
PLANNING AND PROBATE  
ATTORNEY

December 23, 1998

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-12/28/98--01051--008  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Liquidation of Walsh & Walsh of  
Florida, Inc.

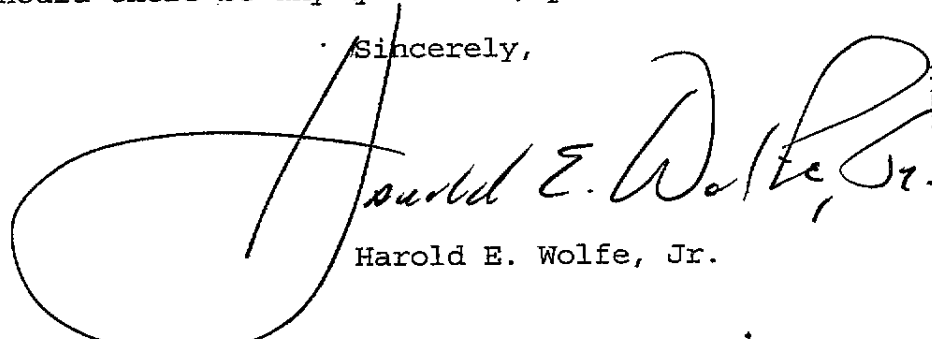
Dear Sirs:

Enclosed for filing with the Florida Department of State, Division of Corporations, are Articles of Dissolution for Walsh & Walsh of Florida, Inc. Walsh & Walsh of Florida, Inc. elected to voluntarily dissolve pursuant to a Plan of Liquidation which was adopted by the Corporation on November 9, 1998. We would accordingly appreciate your filing these Articles of Dissolution (voluntary) in the Department of State's records.

To cover the costs of the filing of these Articles of Dissolution, we have enclosed our check in the amount of \$52.50. Since the Minutes specify that the Corporation will liquidate by December 31, 1998, we would appreciate the Articles of Dissolution being filed by that time.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:as  
Encls.  
cc:

L-11583

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss.  
1-8-99  
cc

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98 DEC 28 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
WALSH & WALSH OF FLORIDA, INC.

We, the undersigned, President and Secretary of the Corporation, do hereby file these Articles of Dissolution of WALSH & WALSH OF FLORIDA, INC., a Florida corporation, pursuant to Sections 607.1402 and 607.1403 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the dissolved Corporation is WALSH & WALSH OF FLORIDA, INC.

ARTICLE II - DATE DISSOLUTION AUTHORIZED/

ADOPTION OF PLAN OF LIQUIDATION

The Corporation's dissolution was authorized on November 9, 1998, pursuant to "Minutes of the Special Meeting of the Stockholders and Directors of Walsh & Walsh of Florida, Inc.", whereby the Corporation's sole Stockholder and Director adopted a plan of complete liquidation under Sections 331 and 336 of the Internal Revenue Code of 1986, as amended. A copy of such Minutes is attached hereto. The Stockholder vote for dissolution at the Special Meeting held on November 9, 1998 was unanimous.

ARTICLE III - LIABILITIES

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.

ARTICLE IV - DISTRIBUTION OF ASSETS

All of the Corporation's remaining property and assets have been distributed to its sole Stockholder, in accordance with her respective rights and interests in the Corporation.

ARTICLE V - ABSENCE OF LITIGATION

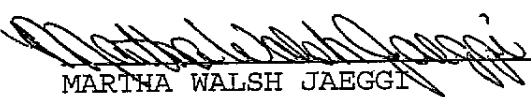
There are no actions or lawsuits presently pending against the Corporation in any court.


ARTICLE VI - FILING OF ARTICLES OF DISSOLUTION

The Corporation's President is hereby authorized to file these Articles of Dissolution with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17 day of <sup>December</sup>~~November~~, 1998.

WALSH & WALSH OF FLORIDA, INC.

  
MARTHA WALSH JAEggi  
President of the Corporation

  
MARTHA WALSH JAEggi  
Secretary of the Corporation

STATE OF FLORIDA            )  
  )SS.  
COUNTY OF MARION         )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared MARTHA WALSH JAEGGI, to me known to be the person described in and who executed the foregoing instrument in her capacity as President and Secretary of WALSH & WALSH OF FLORIDA, INC., and acknowledged before me that she executed same.

WITNESS my official hand and seal this 17 day  
of ~~November~~, 1998.  
December



*Michelle A. Barnett*  
Notary Public  
State of Florida at Large

My Commission Expires:

This Instrument Prepared By:  
Harold E. Wolfe, Jr., Esquire  
Harold E. Wolfe, Jr., P.A.  
2300 Palm Beach Lakes Blvd.  
Suite 302  
West Palm Beach, Florida 33409  
(561) 697-4100

Dissolution

MINUTES OF THE  
SPECIAL MEETING OF THE STOCKHOLDERS AND DIRECTORS  
OF  
WALSH & WALSH OF FLORIDA, INC.

A combined joint special meeting of the Stockholders and Directors of WALSH & WALSH OF FLORIDA, INC., a Florida Corporation, was held on November 9, 1998, at the principal offices of the Corporation, located at 600 South Lake Florence Drive, Winter Haven, Florida 33884.

The Corporation's sole Stockholder and Director, Martha Walsh Jaeggi, was present in person. It was noted that Mrs. Jaeggi owns one hundred (100%) percent of the Corporation's outstanding stock, consisting of 94 common shares. The Corporation's accountant, June E. Jarmer, was also present. The meeting was held by telephone conference with Mrs. Jarmer's office.

Martha Walsh Jaeggi, the Corporation's President, presided as Chairman of the meeting and June E. Jarmer, the Corporation's accountant, acted as Secretary of the meeting. The Secretary presented a Waiver of Notice of this meeting that was signed by the Corporation's sole Stockholder and Director. The Chairman directed that the Waiver of Notice be attached to the minutes hereof as "Exhibit 1".

The Chairman noted that the Corporation had previously sold large parts of its businesses (recognizing gain therefrom) and at this point was holding various miscellaneous assets. The Chairman also noted that since the Corporation did not desire to engage in a new business and that it might be advantageous from a tax and accounting standpoint to simply liquidate the Corporation to save accounting, legal and other fees due the aforesaid reasons.

The Chairman then distributed to the meeting a proposed plan of complete liquidation under Section 331 of the Internal Revenue Code of 1986, as amended. The sole Stockholder and Director and others at the meeting then discussed all ramifications of the plan of liquidation. Thereafter, the following resolution containing the plan of complete liquidation under Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, was unanimously adopted:

RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and

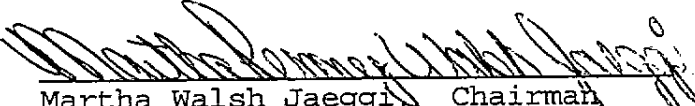
Dissolution:

1. The Corporation's officers are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to its sole stockholder, Martha Walsh Jaeggi, in cancellation of Stockholder's shares in the Corporation, all such actions to be accomplished by December 31, 1998.
2. As soon as practical, but no later than December 31, 1998, the Corporation's officers shall take all appropriate and necessary action to dissolve the Corporation under Florida law.
3. The Corporation shall make all necessary filings with the Internal Revenue Service to reflect its liquidation, shall complete such liquidation no later than December 31, 1998 and shall file all necessary final returns to the Corporation (Form 1120S).

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Signed this 9th day of November, 1998.

  
June E. Jarmer, Secretary

  
Martha Walsh Jaeggi, Chairman

ATTEST:



"Exhibit 1"

WAIVER OF NOTICE OF COMBINED SPECIAL MEETING  
OF THE  
STOCKHOLDERS AND DIRECTORS  
OF  
WALSH & WALSH OF FLORIDA, INC.

We, the undersigned, being the Stockholders and Directors of the above Corporation, hereby agree and consent that a special meeting of the Stockholders and Directors of such Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transferred at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Stockholders and Directors present thereat.

Place of Meeting: The principal offices of the Corporation located at:

600 South Florence Drive  
Winter Haven, Florida 33884.

Time of Meeting: 2:00 o'clock P.M.

Date: November 9, 1998

Purpose: To consider whether the Corporation should be liquidated and dissolved pursuant to a Plan of Liquidation and Dissolution in accordance with Sections 331 and 336 of the Internal Revenue Code of 1986 as amended.

Signed this 9th day of November, 1998.

SOLE STOCKHOLDER:

  
MARTHA WALSH JAEGER

DIRECTOR:



MARtha WALSH JAEGGI

Plan of liquidation