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PLEASE REPLY TO:

Lake Wales
January 21, 1999

334238

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

100002753321--4
-01/25/99--01082--015
*****87.50 *****43.75

Re: Dissolution of Cawby Groves, Inc.

Gentlemen:

Enclosed please find for filing two executed originals of the Articles of Dissolution to dissolve Cawby Groves, Inc. effective December 17, 1998.

This firm's check is enclosed in the amount of \$87.50 for the filing fee and one certified copy of the Articles of Dissolution.

Trusting you find the enclosed to be in order, I remain

Sincerely yours,

*Spoke to Helen 2-1-99
about approved date. DAS*

*Diss
2-1-99
DAS*

C. B. Myers
C. B. Myers

CBM/hls:Enclosures as Stated
Copy: Mr. Edward H. Dice

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 25 PM 3:01

FILED

FILED

99 JAN 25 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
CAWBY GROVES, INC.

TO: Department of State
P. O. Box 6327
Tallahassee, Florida, 32314

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is: CAWBY GROVES, INC.
2. The approval date of the dissolution of Cawby Groves, Inc. shall be: DECEMBER 17, 1998.
3. The names and respective addresses of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
Edward H. Dice	President & Treasurer	200 Dice Road Frostproof, FL 33843
Rena Mae Dice	Secretary & Asst. Treasurer	200 Dice Road Frostproof, FL 33843

4. The names and respective addresses of the directors of the corporation are as follows:

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NAME	ADDRESS
Edward H. Dice	200 Dice Road Frostproof, FL 33843
Rena Mae Dice	200 Dice Road Frostproof, FL 33843

5. All debts, obligations and liabilities of the corporation have been paid or discharged.

6. All property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation have been distributed to its stockholders.

7. There are no actions pending against the corporation in any court.

8. The corporation elected to dissolve by the written consent of the stockholders, and such written consent has been signed by said stockholders of the corporation. A copy of such written consent is attached to these Articles of Dissolution.

DATED this 17th day of December, 1998.

CAWBY GROVES, INC.

(CORPORATE SEAL)

BY Edward H. Dice
EDWARD H. DICE, President

Attest:

BY Rena Mae Dice
RENA MAE DICE, Secretary

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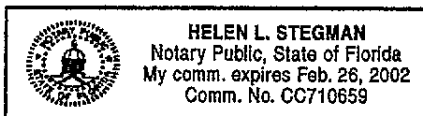
STATE OF FLORIDA

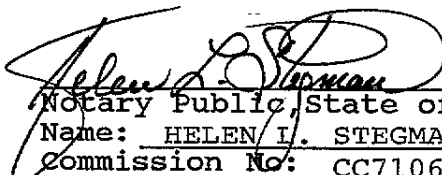
COUNTY OF POLK

BEFORE ME, the undersigned Notary Public, personally appeared EDWARD H. DICE and RENA MAE DICE, who are personally known to me and known by me to be the President and Secretary of CAWBY GROVES, INC., a Florida corporation, and who, being duly sworn, acknowledged that they executed the foregoing Articles of Dissolution with full authority of said corporation, on behalf of said corporation, and for the purposes therein expressed.

WITNESS my signature and official seal at Lake Wales, Polk County, Florida, this 17th day of December, 1998.

(Notary Seal)




Notary Public, State of Florida
Name: HELEN L. STEGMAN
Commission No: CC710659
Commission Expires: 2/26/2002


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WRITTEN CONSENT OF SHAREHOLDERS
TO VOLUNTARILY DISSOLVE
CAWBY GROVES, INC.,
A FLORIDA CORPORATION

The undersigned, being the shareholders of CAWBY GROVES, INC., a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the President and Secretary of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned shareholders have signed and dated name this Consent opposite the number of shares of the corporation held by them of record on such date.

Signature	Date	No of Shares
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 EDWARD H. DICE, as Trustee of Trust Under Will of WALTER C. CAWBY, deceased	<u>December 17, 1998</u>	25
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 EDWARD H. DICE, as Personal Representative of the Estate of SADIE E. CAWBY, deceased	<u>December 17, 1998</u>	25
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