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C. LEDON ANCHORS
W. SCOTT FOSTER*
C. JEFFREY MCINNIS
LAWRENCE KEEFE
HARMON O. MASSEY, JR.**

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TELEPHONE 863-4064
FAX 862-1138

*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

December 22, 1997

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

FEDERAL EXPRESS

FILED
97 DEC 23 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Dissolution of O.T. Melvin Land Corporation

000002381110--2
-12/23/97-01085--003
*****87.50 *****87.50

Dear Sirs:

I am enclosing the original and one copy of the Article of Dissolution in connection with the liquidation of the above referenced corporation, as well as the corporate resolution passed in regard thereto. I am also enclosing our firm check to cover the cost of dissolving the corporation in question. If you need any further documentation in order to dissolve the corporation, please let me know. If you do not and if you find the enclosures in order, it would be appreciated if you would take the necessary steps to formally dissolve the corporation. It is imperative that this corporation be formally dissolved on or before December 31, 1997 so if you have any questions or problems concerning this matter, please call me collect or in my absence my secretary, Belinda. Thereafter, please provide this office with a certificate evidencing that the corporation has been dissolved.

Sincerely yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

W. Scott Foster

William Scott Foster

WSF/bjm/Dissolve.ltr

Enclosures

Vobis

VS JAN 6 1998

PLEASE RETURN A CERTIFIED COPY OF THE
ARTICLES OF DISSOLUTION. THANK YOU.

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

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97 DEC 23 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

1. The name of the corporation is O.T. Melvin Corporation, a Florida corporation (the "Corporation").

2. The name and respective address of the officers of the Corporation are:

President/Secretary/ Treasurer	Merwyn T. Melvin P.O. Box 1474 LaRose, Louisiana 70373
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3. The names of the Directors of the Corporation are Gwendolyn Shaw, Carolyn Vagias, Margaret Quinn and Merwyn T. Melvin and their collective mailing address solely for purposes hereof is P.O. Box 1474, LaRose, Louisiana 70373.

4. All debts, liabilities and other obligations of the Corporation have been paid or discharged or adequate provision has been made therefore.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to the following Stockholders in the following proportions:

<u>STOCKHOLDER</u>	<u>PERCENTAGE INTEREST</u>
Shaw Family Revocable Trust	25%
Vagias Family Revocable Trust	25%
Margaret Quinn	25%
Merwyn T. Melvin	21.666%
Julie Melvin Peltier	.8335%
Merwyn T. Melvin, II	.8335%

Vincent J. Melvin

.8335%

Aaron L. Melvin

.8335%

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached. Also, the attached resolution was adopted by all the Stockholders of the Corporation on the same date that the same was adopted by the Board of Directors.

WITNESSES:

Tim Peltier
Print Name: TIM PELTIER

Tim Peltier
Print Name: TIM PELTIER

O.T. MELVIN LAND CORPORATION

By: *Merwyn T Melvin*
Merwyn T Melvin -
President

ATTEST:

Merwyn T Melvin
Merwyn T. Melvin -
Secretary

STATE OF LOUISIANA)
COUNTY OF LAFOURCHE)

Before me personally appeared Merwyn T. Melvin, the President and Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 15th day of December, 1997.

Louise A Melvin
Notary Public
My Commission Expires:

CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of Q.T. Melvin Land Corporation, a Florida corporation (the "Corporation") and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and the Stockholders of the Corporation in connection with the complete liquidation of the Corporation under the Business Corporation Act of its state of incorporation.

WITNESS my hand as Secretary of the Corporation this 15th day of December, 1997.


Merwyn T. Melvin - Secretary

STATE OF LOUISIANA)
COUNTY OF LAFOURCHE)

Before me personally appeared Merwyn T. Melvin, the Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 15th day of December, 1997.


Notary Public
My Commission Expires:

PLAN OF LIQUIDATION
(Unanimous Written Consent of Multiple
Directors and Stockholders)

CORPORATION: O.T. Melvin Land Corporation, a Florida corporation

DATE: Effective December 12, 1997

The undersigned, being all the Directors and Stockholders of the Corporation, do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Corporation shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan") to be finalized in all events by December 31, 1997:

1. The President of the Corporation shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Corporation which in his reasonable judgment should be sold or liquidated to facilitate the liquidation of the Corporation, which sale shall take place by December 15, 1997 (if at all).

2. Prior to the final liquidation of the Corporation:

(a) All then known debts, obligations and liabilities of the Corporation which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Corporation, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Corporation, and (iii) attorneys' and accountants' expenses.

(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors of the Corporation, the remaining assets of the Corporation to the Stockholders in proportion to their stock ownership.

3. The Board of Directors of the Corporation shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

4. Upon the distribution of the remaining assets of the Corporation pursuant to the Plan, the Corporation shall be dissolved pursuant to the laws of the state in which the Corporation was established (which dissolution shall take place on or before December 31, 1997).

5. The President and the Secretary, and any Assistant Secretary of the Corporation, shall be authorized, empowered and directed in the name and on behalf of the Corporation, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the President of the Corporation to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the President may deem necessary or appropriate to consummate any sale of any assets of the Corporation, or to effectuate or carry out the Plan or to effect the dissolution of the Corporation.

WITNESSES:

Belinda J. McAway
Print: Belinda J. McAway

Sonia Sprattling
Print: SONIA SPRATTLING

Belinda J. McAway
Print: Belinda J. McAway

Sonia Sprattling
Print: SONIA SPRATTLING

Joan Valdes
Print: Joan Valdes

Art Valdes
Print: ART VALDES

Tim Peltier
Print: TIM PELTIER

Marcia D. Melvin
Print: Marcia D. Melvin

Tim Peltier
Print: TIM PELTIER

Marcia D. Melvin
Print: Marcia D. Melvin

Gwendolyn Shaw
GWENDOLYN SHAW BY AND THROUGH HER
ATTORNEY-IN-FACT, THEO SHAW,
INDIVIDUALLY AND AS TRUSTEE OF THE SHAW
FAMILY REVOCABLE TRUST -
DIRECTOR/SHAREHOLDER

Carolyn Vagias
CAROLYN VAGIAS - INDIVIDUALLY AND AS
TRUSTEE OF THE VAGIAS FAMILY REVOCABLE
TRUST - DIRECTOR/STOCKHOLDER

Margaret Quinn
MARGARET QUINN - DIRECTOR/STOCKHOLDER

Merwyn T. Melvin
MERWYN T. MELVIN - DIRECTOR/
STOCKHOLDER

Julie Melvin Peltier
JULIE MELVIN PELTIER - STOCKHOLDER

Tim Peltier
Print: TIM PELTIER

Marcia D Melvin
Print: Marcia D Melvin

Tim Peltier
Print: TIM PELTIER

Marcia D Melvin
Print: Marcia D Melvin

Tim Peltier
Print: TIM PELTIER

Marcia D Melvin
Print: Marcia D Melvin

Melvin V. Melvin, II
MELVIN V. MELVIN, II - STOCKHOLDER

Vincent J. Melvin
VINCENT J. MELVIN - STOCKHOLDER

Aaron L. Melvin
AARON L. MELVIN - STOCKHOLDER