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McClusky, Gaines, Gill, Daughtrey & Horner

CERTIFIED PUBLIC ACCOUNTANTS

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October 19, 2000

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

**RE: Phelps Realty, Inc.
ID# 59-1283718**

400003435524--4
-10/23/00--01105--001
*****33.75 *****33.75

Gentlemen:

400003435524--4
-11/14/00--01039--005
*****10.00 *****10.00

Enclosed is the Article of Dissolution for the above referenced corporation. Also enclosed is a check in the amount of \$33.75 for the filing fee and one certified copy of the Article of Dissolution.

Please mail the copy to:

Craig S. Phelps
24189 Harborview Road
Charlotte Harbor, FL 33980

Sincerely,



Roger J. McClusky
Certified Public Accountant

RJM/tp

FILED
NOV 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D.I.S.S.

S. PAYNE NOV 13 2000

ARTICLES OF DISSOLUTION

FILED

00 NOV 13 AM 10: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Phelps Realty, Inc.

SECOND: The date dissolution was authorized: October 10, 2000

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

X Signed this 19th day of October, 2000.

Signature Craig S. Phelps
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Craig S. Phelps
(Typed or printed name)

President
(Title)