

363554

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 NORTH TAMPA STREET, SUITE 2300
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

400 CLEVELAND STREET
P.O. BOX 1669 (ZIP 34617)
CLEARWATER, FLORIDA 34615
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

May 22, 1997

Clearwater

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

500002198125--8

-06/02/97--01124--004

*****70.00 *****35.00

Re: CONSULTANTS, INC. / Articles of Dissolution
Document #363554 / Filed 5/1/97
DEVELOPERS, INC. / Articles of Amendment
Document #P970000016755 / Filed 2/21/97

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Dissolution and Articles of Incorporation for the referenced corporations, together with our firm check in the amount of \$70 representing filing fees. Please note the following:

- ▶ In a recent inquiry involving Consultants, Inc., we were given information pertaining to another company with the same name, document reference #F95000005460.
- ▶ When asked how this could be, we were advised that the company name being used in Florida is Consultants Services of Delaware, whose base company in Delaware is known as Consultants, Inc., thus the cross reference.

Since we are dissolving Consultants, Inc. and amending Developers, Inc. to be now known as Consultants, Inc., we feel there is a potential for some cross referencing that will result in continuous conflicts with our client's corporation. Please note your files accordingly to avoid future problems.

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles have been properly filed with the Secretary of State.

Sincerely yours,

Harry S. Cline

Harry S. Cline

HSC:koh
Enclosures

H:\DATA\ATY\HSC\CORRESP.'97\DIVISION.M22

6-24-97 LFS

FILED
91 JUN -2 AM 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 JUN -2 AM 10: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF VOLUNTARY DISSOLUTION OF CORPORATION

STATE OF FLORIDA
COUNTY OF PINELLAS

We, the undersigned President and Secretary of **CONSULTANTS, INC.**, a corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Florida Statute 607.267 (1987), in relation to the voluntary dissolution of a corporation, make and attest these Articles of Dissolution and attach hereto the written consent of the Shareholders of **CONSULTANTS, INC.** for dissolution and certify as follows:

1. The name of the Corporation is **CONSULTANTS, INC.** The Articles of Incorporation of said Corporation were filed in the office of the Secretary of State of Florida on the 1st day of May, 1970. Said Corporation desires to dissolve.

2. The names and addresses of the Officers and Directors of the Corporation are as follows:

Robert M. Thompson, Jr.
901 Osceola Avenue
Unit #104
Belleair, FL 34616

Pres/Treas/Director

Kimberly A. Stevens
901 Osceola Avenue
Unit #104
Belleair, FL 34616

Secretary/Director

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

4. All remaining property and assets of the Corporation have been distributed among the Shareholders in accordance with their

being duly waived by each and all of the Directors and Shareholders by written waiver in writing and forming a part of the Minutes of said meeting, did, by unanimous vote of the whole Board and all Shareholders, adopt the following resolutions:

RESOLVE that in the judgment of this Board of Directors it is deemed desirable and advisable to dissolve this Corporation; and

BE IT FURTHER RESOLVED, that the President and Secretary execute Articles of Dissolution showing the adoption of these resolutions and that they also attest the written consent of the Shareholders of the Corporation that the Corporation be dissolved and execute and verify all of the statements required by law to dissolve said Corporation pursuant to the provisions of Florida Statutes; and

THAT the President and Secretary cause such Articles of Dissolution to be filed in the office of the Secretary of State; and

THAT the Officers and Directors of the Corporation take such further action as may be required to effectuate the dissolution of the Corporation and to wind up its business and affairs pursuant to provisions of Florida Statutes.

AND WHEREUPON, at said meeting, the owners and holders of the entire issued and outstanding stock of the Corporation did signify their consent, in writing, that such Corporation be dissolved by signing and executing the consent, which is affixed hereto and forms a part hereof.

IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution this 19th day of May, 1997.

Attest:

CONSULTANTS, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT M. THOMPSON, JR. and KIMBERLY A. STEVENS, as President and Secretary, respectively, of CONSULTANTS, INC., to me personally known or who has produced as identification, and known to me to be the individuals described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 19th day of May, 1997.

Templ Savole

Notary Public

Print Name

My Commission Expires:



Templ Savole
MY COMMISSION # CC490455 EXPIRES
August 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT TO DISSOLVE

ROBERT M. THOMPSON, JR., as the only Shareholder of CONSULTANTS, INC., hereby consents to the action taken by the Board of Directors resolving to dissolve CONSULTANTS, INC., and by joinder herein does hereby waive any notice requirements of any meetings of the corporation.


Dated this 19th day of May, 1997.



ROBERT M. THOMPSON, JR.
Shareholder

CONSENT AND JOINDER TO DISSOLVE

The undersigned, being all of the Directors of CONSULTANTS, INC., acknowledge their written consent to the action taken by the Board of Directors to dissolve CONSULTANTS, INC.

Dated this 19th day of May, 1997.


ROBERT M. THOMPSON, JR.
Director


KIMBERLY A. STEVENS
Director