

386921



ACCOUNT NO. : 072100000032

REFERENCE : 184537 3487A

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 43.75

ORDER DATE : March 26, 1999

ORDER TIME : 1:19 PM

ORDER NO. : 184537-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Laurie Wright  
Icard Merrill Cullis Timm  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

500002820615--4

DOMESTIC FILINGS

NAME: C & E DRUGS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
99 MAR 26 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10DR  
3/29/99

RECEIVED  
MAR 26 PM 2:28  
99  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF DISSOLUTION

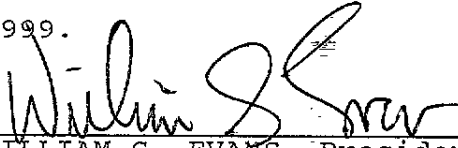
OF

C & E DRUGS, INC.

FILED  
99 MAR 26 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1) Name. The name of the corporation is C & E DRUGS, INC.
- 2) Authorization. Dissolution was authorized on March 25, 1999.
- 3) Approval. Dissolution was approved by all of the shareholders.

Dated this 25th day of March, 1999.

  
\_\_\_\_\_  
WILLIAM G. EVANS, President  
of C & E DRUGS, INC.

HORVATH\EVANS DIS

MINUTES OF ACTION OF THE SHAREHOLDER

OF

C & E DRUGS, INC.

The undersigned shareholder of C & E DRUGS, INC., acting without a meeting as permitted under Section 607.0704, Florida Statutes, hereby consents to the adoption of the following resolutions, effective March 25, 1999:

WHEREAS, the corporation has fulfilled the purposes for which it was incorporated; and

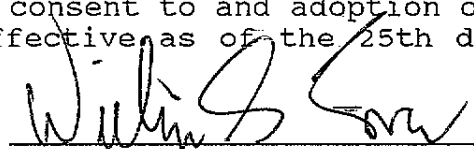
WHEREAS, the corporation has paid all its indebtedness and has no liabilities, or provision will be made for the payment of all creditors and obligations incident to the winding up of the corporation, be it

RESOLVED, that the corporation shall be dissolved and cease to be and exist as a corporation; and

FURTHER RESOLVED, that the officers of the corporation are hereby authorized and directed to file the necessary Articles of Dissolution of the corporation with the Secretary of State of the State of Florida, and

FURTHER RESOLVED, that the board of directors of the corporation and its officers are hereby authorized, empowered, and directed to do all things necessary and requisite to settle the affairs of the corporation, to collect the outstanding debts, to provide for the payment of all liabilities and obligations of the corporation, to distribute its assets, and to do all the things necessary to carry into effect the foregoing resolution.

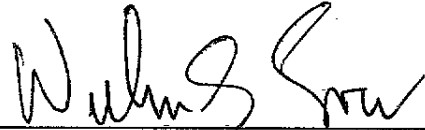
The undersigned certifies his consent to and adoption of the foregoing resolutions dated and effective as of the 25th day of March, 1999.

  
WILLIAM G. EVANS

NOTICE OF SHAREHOLDER ACTION

Pursuant to Section 607.0704, Florida Statutes, notice is hereby given that the shareholder of C & E DRUGS, INC., holding majority voting interests has agreed to the adoption of the resolutions copied and attached to this notice, these being summarized in the attached Minutes of Action dated and effective March 25, 1999. The shareholder action has authorized and directed the dissolution of the corporation, now that the purposes of the corporation have been realized, all as more particularly described in the Minutes of Action copied and enclosed.

Dated: March 25, 1999.

A handwritten signature in dark ink, appearing to read "William G. Evans", written over a horizontal line.

WILLIAM G. EVANS, Authorized  
Agent on behalf of C & E DRUGS,  
INC.