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OF COUNSEL:
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HENRY M. SHUGHART (1891-1962)
 HARRY F. THOMSON, JR. (1917-1988)
 WILLIAM P. BICKELS (1946-1987)

*ADMITTED IN KANSAS AND MISSOURI
 **ADMITTED IN KANSAS
 **ADMITTED IN CALIFORNIA
 **ADMITTED IN ILLINOIS
 ALL OTHERS ADMITTED IN MISSOURI

July 2, 1997

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

Re: Carter Development Corporation of Cocoa Beach

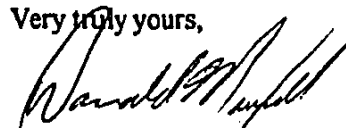
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 07/07/97--01132--016
 ***35.00 ***35.00

To Whom it May Concern:

Please file the enclosed document with the Florida Secretary of State. The document has been completed and submitted pursuant to Section 607.1403 of the Florida Statutes to dissolve Carter Development Corporation of Cocoa Beach, a Florida corporation. A check is also enclosed in the amount of \$35.00 to cover the filing expense.

If you have any questions, please do not hesitate to contact me at the above Missouri address, or at 816/374-0503. Your cooperation in this matter is greatly appreciated.

Very truly yours,


 DONALD E. MAXWELL

FILED
 97 JUL -7 AM 8:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DEM/rmf
 Enclosures

690197.v1

DMW
 7/14

vs/ DIBS

ARTICLES OF DISSOLUTION

FILED
97 JUL -7 AM 8:45
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: Carter Development Corporation
of Cocoa Beach

SECOND: The date dissolution was authorized: June 10, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

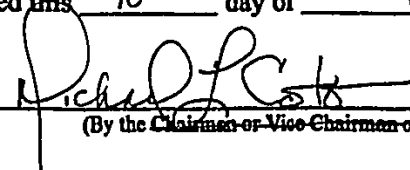
- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

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)

Signed this 10 day of June, 19 97

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

Michael Carter
(Typed or printed name)

President, Director
(Title)