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ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

3520 Thomasville Road, 4th Floor

(Address)

Tallahassee, Florida 32308 893-4105

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Windwood Hills, Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
12/1
S.S. [Signature]

Examiner's Initials

3/

ARTICLES OF DISSOLUTION

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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: Windwood Hills, Inc.

SECOND: The date dissolution was authorized: November 26, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

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

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 26th day of November, 19 97

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


Benson L. Skelton, Jr., President
(Typed or printed name)

President
(Title)

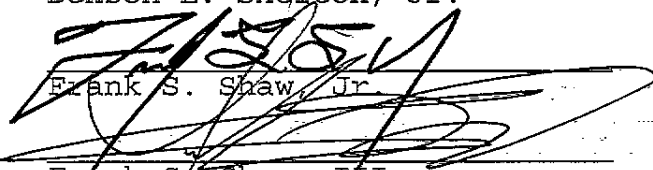
**RESOLUTION OF THE BOARD OF DIRECTORS
AND STOCKHOLDERS OF WINDWOOD HILLS, INC.
TO DISSOLVE WINDWOOD HILLS, INC.**

Benson L. Skelton, Jr., Frank S. Shaw, Jr. and Frank S. Shaw, III, being all of the stockholders, directors and officers of Windwood Hills, Inc., a Florida corporation, hereby, pursuant to Section 607.1402, Florida Statutes, **RESOLVE** to dissolve Windwood Hills, Inc. Be it further **RESOLVED** that Frank S. Shaw, Jr. is directed, pursuant to Section 607.1405, Florida Statutes, to take any and all action believed by him to be necessary to wind up the business affairs and liquidate the assets of Windwood Hills, Inc.

Dated this 26th Day of November, 1997



Benson L. Skelton, Jr.




Frank S. Shaw, Jr.



Frank S. Shaw, III

State of Florida
County of Leon

Before me, the undersigned authority personally appeared Benson L. Skelton, Jr., Frank S. Shaw, Jr., and Frank S. Shaw, III, who are personally known to me and who executed the foregoing Resolution and did not take an oath.



Notary Public

