

DALE, BALD, SHOWALTER & MERCIER

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

508487

(904) 355-1155

HOWARD L. DALE
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200 WEST FORSYTH STREET, SUITE 1100
JACKSONVILLE, FLORIDA 32202-4308

FACSIMILE (904) 355-1520
E-MAIL: DaleBaldFL@aol.com

December 23, 1997

* ALSO ADMITTED IN GEORGIA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

800002408348--9
-01/22/98--01025--025
*****35.00 *****35.00

Attention: Ms. Doris McDuffie

Re: Deerland, Inc.
Articles of Dissolution
Our File Number: 7002-0002

Dear Ms. McDuffie:

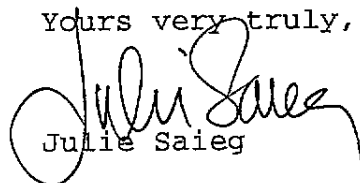
I am enclosing the following items:

- (1) Original and one copy of Articles of Dissolution of Deerland, Inc. The Articles of Dissolution are to be effective as of December 31, 1997.
- (2) Firm check in the amount of \$35.00 for the filing fee with respect to the Articles of Dissolution of Deerland, Inc.

FILED
98 JAN -2 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have also enclosed a copy of the Articles of Dissolution and request that the same be stamped as filed and returned to me in the envelope provided.

Yours very truly,


Julie Saieg

JAS/dfe
Enclosures

CORAPVOLDs

Diss
LFT
1-16-98

308,524,620,767



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1998

Julie Saieg, Esquire
% Dale, Bald, Showalter & Mercier
200 W. Forsyth Street, Suite 1100
Jacksonville, FL 32202-4308

SUBJECT: DEERLAND, INC.
Ref. Number: 508487

We have received your document for DEERLAND, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Your document must state the date that the dissolution was authorized.

Please return the enclosed check for \$35.00 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 098A00000971

DALE, BALD, SHOWALTER & MERCIER

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200 WEST FORSYTH STREET, SUITE 1100
JACKSONVILLE, FLORIDA 32202-4308

FACSIMILE (904) 355-1520
E-MAIL: DaleBaldFL@aol.com

January 13, 1998

* ALSO ADMITTED IN GEORGIA

Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Deerland, Inc.
Your Letter Number: 098A00000971
Our File Number: 7002-0002

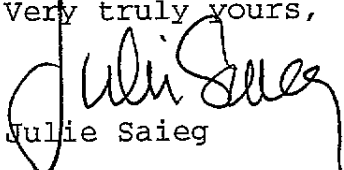
Dear Ms. Flemming-Jackson:

Pursuant to our telephone conversation on January 12, 1998, I return the Articles of Dissolution of Deerland, Inc. and our firm check made payable to the Florida Department of State in the amount of \$35.00. I had originally filed the Articles of Dissolution on January 2, 1998.

On January 7, you notified me by letter that the document and the check were being returned because the document must state that the dissolution was "authorized." A copy of your letter is enclosed herewith. The Articles state that the dissolution was "approved" (see paragraph 5). I spoke to you on the telephone regarding this fact, and you had stated you had returned the Articles of Dissolution by mistake.

Accordingly, please refile the Articles of Dissolution and stamp our copy of the Articles of Dissolution as filed and return them to me in the enclosed envelope.

Very truly yours,


Julie Saieg

JAS/dfe
Enclosures



RECEIVED JAN 12 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1998

Julie Saieg, Esquire
% Dale, Bald, Showalter & Mercier
200 W. Forsyth Street, Suite 1100
Jacksonville, FL 32202-4308

SUBJECT: DEERLAND, INC.
Ref. Number: 508487

We have received your document for DEERLAND, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

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If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 098A00000971

ARTICLES OF DISSOLUTION
OF
DEERLAND, INC.

FILED
98 JAN -2 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF DISSOLUTION of Deerland, Inc., a Florida Corporation,
to be and become effective as of December 31, 1997.

W I T N E S S E T H:

WHEREAS, Deerland, Inc. is a Corporation duly organized and existing under the
laws of the State of Florida, having been organized on or about August 5, 1976; and

WHEREAS, pursuant to Florida Statutes § 607.1402(6) (1995) the sole shareholder
of Deerland, Inc. has voted to liquidate and dissolve said Corporation.

NOW, THEREFORE, in consideration of the premises herein contained, the
Articles of Dissolution of Deerland, Inc. are as follows:

1. The name of the Corporation is Deerland, Inc.
2. The names and respective addresses of its Officers are:
 - (a) President Joanelle Wood Mulrain
c/o Lee F. Mercier, Esq.
200 West Forsyth St., #1100
Jacksonville, FL 32202
 - (b) Secretary Lee F. Mercier, Esq.
200 West Forsyth St., #1100
Jacksonville, FL 32202
3. The name and address of its Director is:
 - (a) Joanelle Wood Mulrain
c/o Lee F. Mercier, Esq.
200 West Forsyth St., #1100
Jacksonville, FL 32202

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.

5. The Dissolution was approved by the sole shareholder, the number of votes cast in favor of the dissolution being sufficient for approval, at a special meeting held on December 1, 1997.

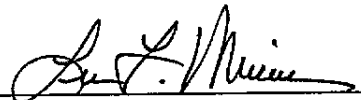
6. The members have adopted a Plan of Distribution by the number of votes cast in favor of the Plan of Distribution being sufficient for approval. A photocopy of the Plan of Distribution, signed and authenticated by the President of the Corporation is attached hereto.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Dissolution, this 23rd day of DECEMBER, 1997.


JOANELLE WOOD MULRAIN, President

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 23rd day of DECEMBER, 1997 by JOANELLE WOOD MULRAIN, President of Deerland, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me.



Signature of Notary
State of Florida at Large
My commission expires:

Printed name of Notary



Lee F. Mercier
MY COMMISSION # CG600471 EXPIRES
December 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF
DEERLAND, INC.

1. This Corporation shall be dissolved and the assets of the corporation shall be distributed in accordance with the laws of the State of Florida within the period herein provided.

2. This Plan shall be carried out and the Corporation's assets shall be distributed as soon as possible after the adoption of this Plan by the officers but in any event dissolution shall be completed on or before December 31, 1997.

3. The Officers of this Corporation are authorized to collect any and all receivables payable to this corporation to the extent feasible. All receivables not so collected shall be distributed pursuant to paragraph 4 hereof.

4. The Officers of this Corporation shall

(a) pay and discharge all legal liabilities and obligations of the Corporation, or make adequate provisions therefore;

(b) return, transfer or convey assets held by the corporation upon condition requiring the return, transfer or conveyance of assets if the corporation is dissolved; and

(c) distribute other assets, if any, in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of the shareholders, or provide for distribution to others.

5. The execution of this Plan by the Officers of the Corporation shall be under the supervision of the Board of Directors and it shall be the duty of the Board of Directors to see that this Plan is fully executed and carried out in accordance with its terms and provisions.

6. It shall be the duty of the Officers of this Corporation to file or cause to be filed all tax returns and all reports to governmental authorities as required by law and to pay or provide for the payment of all amounts shown therein to be due and owing.



LEE F. MERCIER, Secretary



JOANELLE WOOD MULRAIN, Chairwoman

[JS/Corp\DEER-Pln.Dis]