



THE UNITED STATES  
CORPORATION  
COMPANY

510418

ACCOUNT NO. : 072100000032

REFERENCE : 084748 7112677

AUTHORIZATION : Patricia Puyate

COST LIMIT : \$ 43.75

ORDER DATE : December 31, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 084748-005

000002727780--5

CUSTOMER NO: 7112677

CUSTOMER: Mr. Jeffrey S. Hoffman  
Wilson & Johnson, P.a.  
821 5th Avenue South  
Mezanine Level  
Naples, FL 33940

DOMESTIC FILINGS

NAME: PELICAN PLAZA, INC.

XX ARTICLES OF DISSOLUTION

XX

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED  
98 DEC 31 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 4/4

ARTICLES OF DISSOLUTION  
OF  
OF PELICAN PLAZA, INC.

FILED  
98 DEC 31 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

Article I - Name of Corporation

The name of the corporation is Pelican Plaza, Inc. (the "Corporation").

Article II - Date Dissolution Authorized

The dissolution of the Corporation was authorized on December 30, 1998.

Article III - Approval of Dissolution

The dissolution was approved by the sole shareholder of the Corporation by written consent dated December 30, 1998, pursuant to Section 607.0704 of the Florida Statutes.

Article IV - Effective Date of Dissolution

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 30th day of December, 1998.

PELICAN PLAZA, INC.

By: Gregory A. Stahly PRES  
Gregory G. Stahly, as Trustee of The Gregory G.  
Stahly and Michele M. Stahly 1997 Charitable  
Remainder Unitrust, President

CERTIFIED RESOLUTIONS

I, the undersigned, as President of Pelican Plaza, Inc., a Florida corporation (the "Corporation"), hereby certify that the Board of Directors of the Corporation duly adopted and approved the following resolutions by written consent dated the 30th day of December, 1998, pursuant to Section 607.0821 of the Florida Statutes, and that the sole shareholder of the Corporation duly adopted and approved the following resolutions by written consent dated the 30th day of December, 1998, pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit A.

IN WITNESS WHEREOF, I hereby certify that the foregoing are true and complete copies of resolutions adopted and approved by the Board of Directors and sole shareholder of the Corporation.

Dated this 30th day of December, 1998.

PELICAN PLAZA, INC.

By: Gregory G. Stahly PRES.  
Gregory G. Stahly, as Trustee of The Gregory G. Stahly and Michele M. Stahly 1997 Charitable Remainder Unitrust, President

**EXHIBIT A****PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF PELICAN PLAZA, INC.  
UNDER SECTION 331 OF THE INTERNAL REVENUE CODE**

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "Plan"), Pelican Plaza, Inc. (the "Corporation") will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.

2. The directors of the Corporation may from time to time authorize one or more distributions in cash or in kind, in a series of distributions in complete liquidation.

3. The foregoing distributions in complete liquidation shall be in exchange solely for, and in redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation.

4. This Plan shall be effective upon the approval and adoption of the Plan by the shareholders.

5. The officers and directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution.

6. The officers and directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final federal and state corporate income tax returns and Forms 1096 and 1099.