

544265

ROBERT H. HEISE
ATTORNEY & COUNSELOR AT LAW

November 12, 1998

994 N. WATERWAY DR. - FT. MYERS, FLORIDA 33919
(941) 482-0613

Division of Corporations
Caller Service #1500
Tallahassee, FL 32302-1500

Re: SAND DOLLAR PROPERTIES, INC.
DOC. # 544265

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-11/16/98--01076--011

*****43.75 *****43.75

TRANSMITTAL LETTER

DISSOLUTION OF CORPORATION

Dear Sir:

Please find enclosed the follow documents to effect a dissolution of the above referenced corporation.

1. Articles of Dissolution of SAND DOLLAR PROPERTIES, INC.;
2. Director's and Shareholder's Consent to Dissolution; and
3. My check in the amount of \$43.75 for:

- a) filing fee
- b) Certificate of Status

Please sent the Certificate of Status to my office.

Please direct any correspondence relating to this matter to my office. Thank you.

Sincerely,


Robert H. Heise

Encls.

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98 NOV 16 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
SAND DOLLAR PROPERTIES, INC.
(Document No. 544265)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The name of this Corporation is SAND DOLLAR PROPERTIES, INC., which was duly incorporated on September 1, 1977 by the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President: HARRY D. CUTCHER, 9812 Ensign Court, Fort Myers, Florida 33919.

Vice-President: JEANNE F. CUTCHER, 9812 Ensign Court, Fort Myers, Florida 33919.

Secretary/Treasurer: JEANNE F. CUTCHER (same address as above).

III. The name and post office address of each of the directors of the Corporation are as follows: HARRY D. CUTCHER (same address as above)

JEANNE F. CUTCHER (same address as above)

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. There are no remaining assets or property for distribution to the shareholders.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A copy of the consent is incorporated and attached as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of

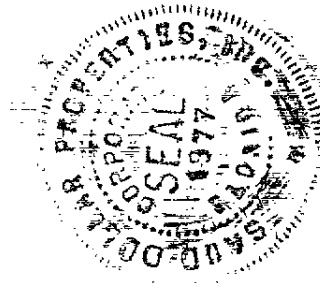
Dissolution on this 12TH day of November, 1998.

By: *Harry D. Cutcher*
HARRY D. CUTCHER, President

ATTEST:

Jeanne F. Cutcher
JEANNE F. CUTCHER, Secretary

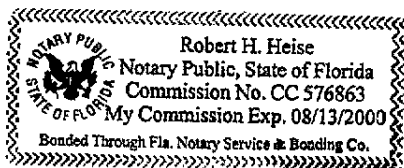
SEAL



STATE OF FLORIDA

COUNTY OF LEE

The foregoing ARTICLES OF DISSOLUTION OF SAND DOLLAR PROPERTIES, INC. was acknowledged before me this 12TH day of November, 1998 by HARRY D. CUTCHER, President, who is personally known to me and who did not take an oath.



Robert H. Heise
Notary Public
Robert H. HEISE
Typed/printed Name of Notary

Commission No. _____

My Commission Expires:.

ARTICLES OF DISSOLUTION
SAND DOLLAR
PROPERTIES, INC.

DIRECTORS' & SHAREHOLDERS' CONSENT TO DISSOLUTION OF

OF

SAND DOLLAR PROPERTIES, INC.

The undersigned, comprising all of the directors and all of the shareholders of all of the voting stock of SAND DOLLAR PROPERTIES, INC., a Florida corporation hereby consent to the voluntary dissolution of said Corporation and pursuant thereto the immediate filing of Articles of Dissolution of said corporation with the Department of State, State of Florida.

The secretary of said corporation be and is hereby authorized and directed to file with the Department of State, State of Florida, Articles of Dissolution of SAND DOLLAR PROPERTIES, INC. forthwith in accordance with law.

DATED this 12th day of November, 1998.


HARRY D. CUTCHER
Director and Shareholder


JEANNE F. CUTCHER
Director and Shareholder

STATE OF FLORIDA

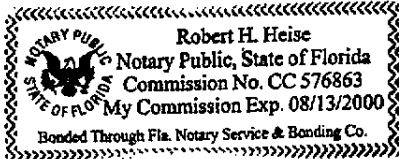
COUNTY OF LEE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared HARRY D. CUTCHER, director and shareholder, known to me and known by me to be the person who executed the foregoing Directors' and Shareholders, Consent to Dissolution of Corporation and acknowledged before me, according to law, that he executed the same for the purposes therein mentioned and set forth and who did

CONSENTS TO DISSOLVE
SAND DOLLAR
PROPERTIES, INC.

not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12th day of November, 1998.



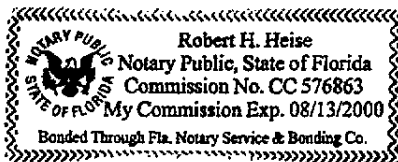
Robert H. Heise
Notary Public
Robert H. Heise
Type/print name of Notary
My Commission No. _____

My commission expires:

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEANNE F. CUTCHER, director and shareholder, known to me and known by me to be the person who executed the foregoing Directors' and Shareholders, Consent to Dissolution of Corporation and acknowledged before me, according to law, that she executed the same for the purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12th day of November, 1998.



Robert H. Heise
Notary Public
Robert H. Heise
Type/print name of Notary
My Commission No. _____

My commission expires:

CONSENTS TO DISSOLVE
SAND DOLLAR
PROPERTIES, INC.