

585045

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

585045

Miracle Springs Lake Corp.

RECEIVED
97 DEC 16 AM 11:04
DIVISION OF CORPORATION

Name Availability	12/16/97
Document Examiner	POH
Updater	POH
Update Verifier	POH
Acknowledgement	POH
W.P. Verifier	POH

Signature _____

Requested by: _____

Name _____

12-16-97
Date

10:00
Time

Walk-In _____

Will Pick Up _____

500002373035--6

-12/16/97-01046-009

*****35.00 *****35.00

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ☒ Dissolution / Withdrawal Photo
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED
97 DEC 16 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
MIRACLE SPRINGS LAKE CORPORATION

Pursuant to Section 607.1403, Florida Statutes, MIRACLE SPRINGS LAKE CORPORATION, a corporation organized and existing under the laws of the State of Florida, DOES HEREBY CERTIFY:

- FIRST: The name of the corporation being dissolved is
MIRACLE SPRINGS LAKE CORPORATION
- SECOND: The date of incorporation of the corporation: September 1, 1978.
- THIRD: That the Board of Directors of the Corporation, by Written Action dated the 8th day of December, 1997, duly adopted the attached resolution unanimously by the whole Board.
- FOURTH: That thereafter, pursuant to the resolution of the Board of Directors the Shareholders of the Corporation, by Written Action dated the 8th day of December, 1997, duly adopted the attached resolution unanimously adopting the Director's recommendation and approving the dissolution of the Corporation.
- FIFTH: These articles of dissolution shall be effective on filing.

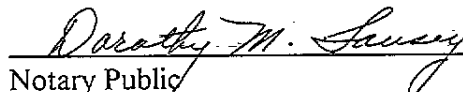
IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of MIRACLE SPRINGS LAKE CORPORATION, by its President, this 9th day of December, 1997.



J. MATTHEW DAVIDSON, President

STATE OF DELAWARE
COUNTY OF NEW CASTLE

The foregoing instrument was acknowledged before me this 9th day of December 1997, by J. MATTHEW DAVIDSON, President of MIRACLE SPRINGS LAKE CORPORATION, ☒ who is personally known to me or [] who has produced _____ as identification.


Notary Public

My Commission Expires: 12/29/98
C:\BJK\CLIENTS\K-M\MIRACLESPRINGS\ARTICOF.DIS.wpd ♦ November 25, 1997

(SEAL)

DOROTHY M. FAUSEY
NOTARY PUBLIC, STATE OF DELAWARE
#199638094
Qualified in State of Delaware
Commission Expires - 12/29/98

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
MIRACLE SPRINGS LAKE CORPORATION**

This is a plan for the complete liquidation and dissolution of MIRACLE SPRINGS LAKE CORPORATION, a corporation organized under the laws of the State of Florida.

1. The laws of the state of Florida, Chapter 607.1403 of the Florida Statutes, require that the liquidation of the corporation be approved by a majority vote of the Board of Directors and by the majority vote of the outstanding shares of each class of stock of the corporation.
2. After approval and adoption of this plan by the shareholders, the corporation will cease all forms of doing business except those necessary to wind up its business affairs.
3. The corporation's directors and officers are authorized to carry out this plan, following its approval and adoption by the shareholders, by executing acknowledging, and delivering all documents necessary to transfer the corporation's assets, and by taking any other action that is necessary and authorized by law.
4. After approval and adoption of this plan by the shareholders:
 - (a) The officers and directors will notify all the creditors and claimants against the corporation whose identity is known, by mail.
 - (b) The District Office of the IRS will be notified on Form 966 within 30 days of the adoption of the plan as required by Internal Revenue Code Section 6043.
5. After approval and adoption of this plan by the shareholders, the corporation will sell all its assets at public or private sale and will pay all its debts and liabilities out of the proceeds. Any sales of existing inventory shall be in bulk to a single buyer and shall be in compliance with the Bulk Sales Act of Florida.
6. After approval and adoption of this plan by the shareholders and the aforesaid sales of assets, the shareholders will surrender their share certificates, which will be canceled, and will receive any surplus of the amount received from the sale of the corporation's assets over the corporation's liabilities and any unsold assets of the corporation.
7. It is the intention of the corporation and its shareholders to carry out the liquidation in conformity with the requirements of Section 336 of the Internal Revenue Code of 1986.

8. Following approval and adoption of the plan by the shareholders, the sale of assets by the corporation and the surrender of stock by the shareholders shall be carried out as expeditiously as practicable, beginning on the date this plan is adopted by the shareholders. However, the corporation is entitled to retain enough cash and/or property to satisfy claims.
9. After the corporate assets have been sold and any surplus distributed, the corporation will be dissolved and terminated pursuant to Section 607.1403 of the Statutes of Florida. The officers and directors will file any necessary certificate.
10. The Board of Directors may modify or amend this plan if it determines that such action would be in the best interest of the Corporation and its shareholders. In the event a modification or amendment appears necessary and will in the judgment of the Board of Directors, materially and adversely affect the interests of the shareholders, such amendment or modification will be submitted to the shareholders for approval. If the Board of Directors determines, in its judgment, that abandonment of the Plan would be in the best interests of the shareholders, such action will be submitted to the shareholders for approval.


Gerald J. Cardito, Secretary

Date December 8, 1997

**WRITTEN ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
MIRACLE SPRINGS LAKE CORPORATION
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the Board of Directors and Shareholders of MIRACLE SPRINGS LAKE CORPORATION, a Florida corporation, hereby take the following written actions in lieu of holding a special meeting regarding same, all pursuant to the terms of Sections 607.0704 and 607.0821, *Florida Statutes*.

Dissolution of the Corporation. RESOLVED, that it is deemed advisable in the judgment of the board of directors that this corporation be dissolved and it is their recommendation to the Shareholders that such dissolution of the Corporation be approved.

RESOLVED, that the Shareholders hereby adopt the Directors' recommendation and approve the dissolution of the Corporation.

RESOLVED, that a plan of liquidation be, and hereby is, formulated to effect a liquidation and dissolution of the corporation in accordance with the following resolutions;

RESOLVED that J. MATTHEW DAVIDSON, as President of the corporation, be, and he is hereby authorized and directed to do or cause to be done all such acts and things as he may deem necessary and proper in order to effect the liquidation and dissolution of the corporation including, but not limited to:

1. File any required forms with the District Director of Internal Revenue Service.
2. Transfer all of the assets of the Corporation to the Stockholders of the Corporation.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors, and

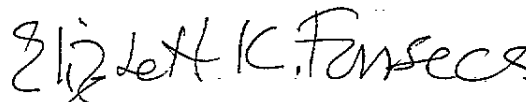
FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the

Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Written Action the 8th
day of December, 1997.



JOAN DAVIDSON, Director and Shareholder



ELIZABETH K. FONSECA, Director and
Shareholder