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587845

May 14, 2002

Florida Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

100005555611--1
-05/16/02--01075--008
*****70.00 *****70.00

100005555611--1
-05/16/02--01075--008
*****70.00 *****35.00

Re: Surfcoast Realty, Inc. and Surfcoast Referrals, Inc.

Gentlemen:

Please find enclosed Articles of Dissolution for each of the above-referenced corporations. Also enclosed is our check payable to the Florida Department of State in the sum of \$70.00 in payment of the filing fees.

Sincerely,

Barbara Y. Lovelace

Barbara Y. Lovelace
Legal Assistant

BYL/kc
Enclosures

FILED
02 MAY 16 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4

Dissolution

T BROWN MAY 22 2002

ARTICLES OF DISSOLUTION
OF SURFCOAST REALTY, INC.

PURSUANT TO SECTION ^{607.1403} OF THE
FLORIDA GENERAL BUSINESS CORPORATION ACT

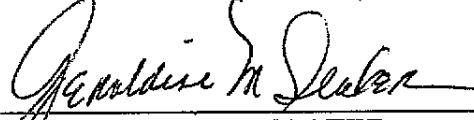
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TALLAHASSEE, FLORIDA

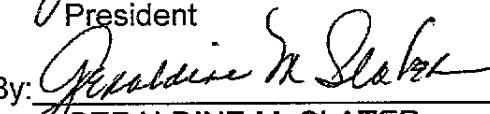
Pursuant to the provisions of Section ^{607.1403} of the Florida General Corporation Act,
the undersigned corporation adopts the following Articles of Dissolution for the purpose of
dissolving the corporation:

1. The name of the corporation is SURFCOAST REALTY, INC..
2. All debts, obligations and liabilities of the corporation have been paid or
discharged.
3. All the property and assets of the corporation remaining after the payment of
all debts, obligations and liabilities of the corporation, have been distributed among its
stockholders in accordance with their respective rights and interests.
4. There are not actions pending against the corporation in any court.
5. The corporation elected to dissolve by unanimous written consent of
stockholders, ^{on April 9, 2002,} and such written consent has been signed by all stockholders of the
corporation.

Dated this 8th day of May, 2002.

SURFCOAST REALTY, INC.

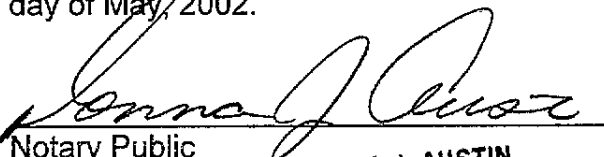
By: 
GERALDINE M. SLATER
President

By: 
GERALDINE M. SLATER
Secretary

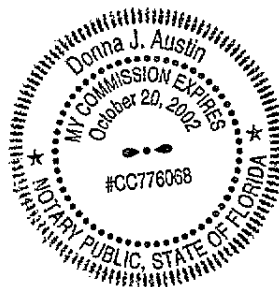
STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared GERALDINE M. SLATER, as President and as Secretary of SURFCOAST REALTY, INC., a Florida corporation, to me personally known to be the person described above and acknowledged before me the execution of the foregoing for the purposes therein expressed under authority duly vested in them by said corporation

Witness my hand and official seal in the County and State last aforesaid this 8
day of May, 2002.


Notary Public
Printed Name: DONNA J. AUSTIN

My commission expires:



SHAREHOLDERS' AGREEMENT FOR DISSOLUTION OF
SURFCOAST REALTY, INC.

WHEREAS, the undersigned, being all of the holders of all of the capital stock of SURFCOAST REALTY, INC., a Florida corporation, have determined that it would be advisable and in the best interests of the corporation and its shareholders for the corporation to be dissolved; now therefore, be it:

1. RESOLVED, that the shareholders of SURFCOAST REALTY, INC. hereby consent to the dissolution of the corporation;

2. RESOLVED FURTHER, that the officers and directors of SURFCOAST REALTY, INC. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the officers and directors of SURFCOAST REALTY, INC. are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provision for the payment of all of its known debts, the officers and directors are authorized and directed to distribute the remainder of the corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests;

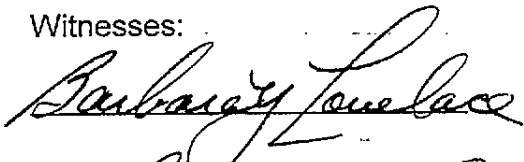
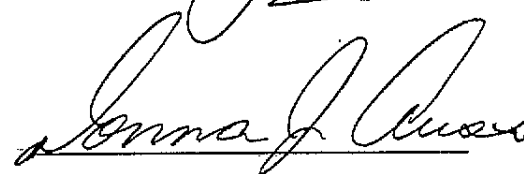
4. RESOLVED FURTHER, that the officers and directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of SURFCOAST REALTY, INC. or on behalf of the corporation, including U. S. Treasury Department Form 966;

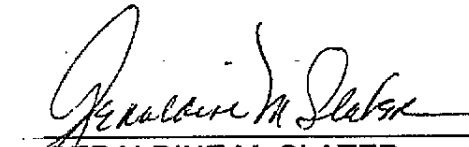
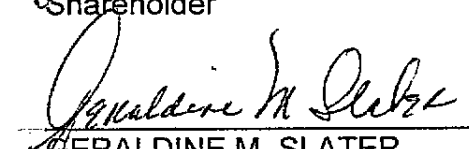
5. RESOLVED FURTHER, that on completion of all liquidation actions, the officers and directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

Executed on April 9, 2002, at New Smyrna Beach, Volusia County, Florida.

Witnesses:


GERALDINE M. SLATER
Shareholder

GERALDINE M. SLATER
Shareholder