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May 6, 1997

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Frick-Markland, Inc.

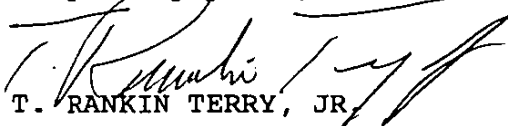
Dear Sir or Madam:

Enclosed is my check in the amount of \$35.00 as well as Articles of Dissolution for Frick-Markland, Inc. for filing.

Also enclosed is a copy of the Articles. Please stamp the Articles as filed and return them to me in the enclosed envelope.

Thank you for your assistance.

Very truly yours,

  
T. RANKIN TERRY, JR.

TRT/cb  
Enclosures

cc: Clint Frick w/o enc.  
Clyde Markalnd w/o enc.

100002172691--3  
-05/09/97--01036--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
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TALLAHASSEE FLORIDA

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MAY 15 1997

ARTICLES OF DISSOLUTION  
OF  
FRICK-MARKLAND, INC.

FILED  
97 MAY -9 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The name of this corporation is **FRICK-MARKLAND, INC.**  
(the "Corporation"). It was organized under the laws of the  
State of Florida on October 3, 1978.

The Board of Directors, and shareholders have, by  
unanimous written consent, elected to dissolve the Corporation.  
A copy of the unanimous written consent authorizing the  
dissolution as of April 30, 1997, is incorporated and attached as  
Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Dissolution on April 30, 1997, in Fort Myers, Lee  
County, Florida.

**FRICK-MARKLAND, INC.**

By:

Clinton Frick  
Clinton Frick, President

ATTEST:

Clyde Markland  
Clyde Markland, Secretary

STATE OF FLORIDA)

)  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me  
this 29<sup>th</sup> day of April, 1997, by Clinton Frick, who [ ] is  
personally known to me or who [X] has produced a  
Driver's License as identification.

F 620-104-37-457-0 FZ

Jane E. Keene  
Notary Public  
Notary's printed/typed name

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EXHIBIT "A"

**UNANIMOUS WRITTEN CONSENT OF ALL OFFICERS,  
DIRECTORS, AND SHAREHOLDERS OF FRICK-MARKLAND, INC.**

The following resolutions are unanimously consented to by the officers, Board of Directors, and shareholders of **FRICK-MARKLAND, INC.**, "the Corporation."

WHEREAS, it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

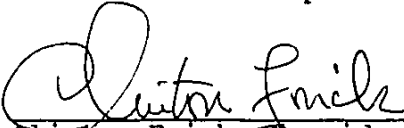
1. The Corporation will distribute all its property and assets within one year from the date of adoption of this plan.
2. All liabilities and obligations of the Corporation have been paid or discharged, except for: a claim by First Union Bank which has been settled for \$2,500.00. The check has been written but has not cleared. The Corporation has no other known claims, claimants, liabilities or obligations; thus, no notices have been given under Sec. 607.1406, Fla. Stat.
3. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

4. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

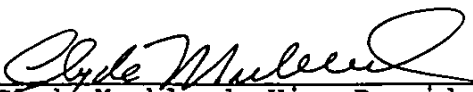
- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors; and
- e. doing all other things necessary or convenient to effect the dissolution of the Corporation.

5. The Corporation shall be dissolved effective April 30, 1997.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interest in exchange for their shares in the Corporation.

  
Clinton Frick, President,  
Director, Shareholder

  
J. Beryl Frick, Shareholder

  
Clyde Markland, Vice President  
Secretary, Treasurer,  
Director, Shareholder

STATE OF FLORIDA)

COUNTY OF LEE )

The foregoing instrument was acknowledged before me  
this 29<sup>th</sup> day of April, 1997, by Clinton Frick, who [ ] is  
personally known to me or who [x] has produced a  
Drivers License as identification.

# FLE20-104-37-457-0 FZ

Irene E. Levine  
Notary Public

Notary's printed/typed name

STATE OF FLORIDA)

COUNTY OF LEE )

The foregoing instrument was acknowledged before me  
this 29<sup>th</sup> day of April, 1997, by Clyde Markland, who [✓] is  
personally known to me or who [ ] has produced \_\_\_\_\_  
as identification.

Colleen Chapman  
Notary Public

Colleen Chapman  
Notary's printed/typed name

STATE OF FLORIDA)

COUNTY OF LEE )

The foregoing instrument was acknowledged before me  
this 29<sup>th</sup> day of April, 1997, by J. Beryl Frick, who [ ] is  
personally known to me or who [x] has produced a  
Drivers License as identification.

# B560-422-40-720-0 FZ

Irene E. Levine  
Notary Public

Notary's printed/typed name

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