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August 22, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed please find the following documents to be recorded by the Florida Division of Corporations:

1. Articles of Dissolution of Grand Chenier, Inc.
2. Check enclosed for \$43.75 to cover the filing fee and the certified copy fee.
3. Copy of the Articles of Dissolution to be certified and returned to my office.

If you have any questions on the enclosed, please contact me.

Disf
9-12-00
MTS

Very truly yours,


Gene R. Solomon, C.P.A.

GRS:kmz
Enclosures
Cc: Mr. W. James Smith

ARTICLES OF DISSOLUTION
OF
GRAND CHENIER, INC.
A FLORIDA CORPORATION

FILED
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TALLAHASSEE, FLORIDA

The President and Secretary of Grand Chenier, Inc., a Florida corporation, hereby executes these Articles of Dissolution and state:

1. The name of the corporation is Grand Chenier, Inc.
2. The names and respective addresses of the officers and directors are:

Charles Edwards
Fort Myers, Florida
President and Director

Walter James Smith
Naples, Florida
Vice-President, Secretary, Treasurer and Director

Martha Zehner
Fort Myers, Florida
Director

3. All debts, obligations and liabilities of the corporation have been either paid or adequate provision has been made for payment thereof.
4. All remaining property and assets of the corporation have or will be distributed to the stockholders.
5. There are no actions pending against the corporation in any court.
6. That on June 29, 2000 the corporation had a special meeting of the stockholders and directors at which this Resolution to dissolve the corporation was adopted by the stockholders. A copy of the Resolution is attached hereto.

DATED this 29th day of June 2000.

Grand Chenier, Inc.



Charles Edwards, President



Walter James Smith, Secretary

State of Florida

County of Lee

The foregoing Articles of Dissolution were acknowledged before me this 29th day of June 2000, by Charles Edwards, as President of Grand Chenier, Inc.

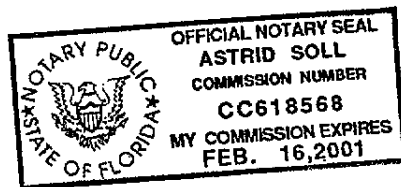
Astrid Soll

Notary Public

ASTRID SOLL

Type or Printed Name

Commission expires:



CERTIFIED COPY OF RESOLUTION
OF
GRAND CHENIER, INC.

We hereby certify that the following Resolution was unanimously adopted at a Special Joint Meeting of the Stockholders and Directors held on the 29th day of June 2000.

"RESOLVED, that the following plan of liquidation, pursuant to Section 331 of the Internal Revenue Code of 1954, be and the same is hereby adopted:

- I. Within thirty (30) days after the date of this meeting, the corporation shall cause to be filed Form 966 with the Director of Internal Revenue, attaching thereto a certified copy of this Resolution, indicating that the Stockholders and Directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.
- II. That the corporation, by its duly authorized officers, proceed to liquidate the assets of the corporation and distribute such assets, except those retained to meet certain liabilities, to the Stockholders as an incident to the plan of complete liquidation adopted by the Stockholders and Directors pursuant to Section 331 of the Internal Revenue Code of 1954.
- III. The corporation shall follow all of the requirements of Florida Statute 607.261 and thereafter Articles of Dissolution shall be executed pursuant to Florida Statute 607.267 by the corporation and filed with the Department of State.
- IV. That the Officers and Directors be and they are hereby empowered, authorized and directed to proceed in accordance with the Resolution hereby adopted by the Stockholders and Directors, said Officers and Directors being authorized to adopt any subsequent resolutions to effectuate the intent of the Stockholders and Directors to liquidate the corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954."

Date: June 29, 2000



Charles Edwards, President



Walter James Smith, Secretary