

623761

BAY AREA CHARTER AND MARINE SERVICE, INC.
6553 46TH STREET NORTH, SUITE 925
PINELLAS PARK, FL 33781

FILED
98 NOV -4 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 1, 1998

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

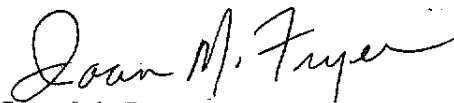
Re: Bay Area Charter and Marine Service, Inc.

000002680130--8
-11/04/98--01050--004
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed please find the original Articles of Dissolution and Consent in Lieu of Special Meeting of Board of Directors, together with a check in the amount of \$43.75. This represents the filing fee and certificate of status for Bay Area Charter and Marine Service, Inc.

Very truly yours,



Joan M. Fryer
President

Enclosures

Check stapled here

Diss.
11-6-98
CC

ARTICLES OF DISSOLUTION

of

BAY AREA CHARTER AND MARINE SERVICE, INC.

The undersigned corporate officer, a natural person competent to contract, hereby dissolves the corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation herein dissolving is Bay Area Charter and Marine Service, Inc.

ARTICLE II - OFFICERS

The officer of the corporation is:

Joan M. Fryer

ARTICLE III - DIRECTORS

The director of the corporation is:

Joan M. Fryer

ARTICLE IV - DEBTS

All debts of the corporation have been paid, discharged or provision made for payment.

ARTICLE V - PROPERTY DISTRIBUTION

No property remains in the corporation after applying it to the payment of the liabilities and obligations of the corporation

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ARTICLE VI - ACTIONS PENDING

At the present time, there are no actions pending against the corporation.

ARTICLE VII - RESOLUTION TO DISSOLVE

A copy of the resolution to dissolve is attached and incorporated herein by reference. Such resolution was adopted by the shareholder and director of the corporation as of December 31, 1997.


ARTICLE VIII - FILING WITH STATE OF FLORIDA

These Articles of Dissolution shall be delivered to the Department of State. Upon finding that these Articles of Dissolution conform to law, it shall, when all fees and taxes have been paid as prescribed in Chapter 607, Florida General Corporation Act, file the Articles of Dissolution in accordance with the Florida General Corporation Law.

ARTICLE IX - CESSATION OF EXISTENCE

Upon the filing of these Articles of Dissolution by the Department of State, the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate actions by shareholders, directors, and officers as provided in the Florida General Corporation Law.

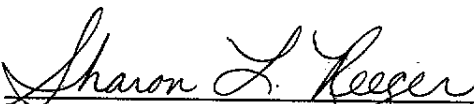
IN WITNESS WHEREOF, the undersigned shareholder, officer and director has executed these Articles of Dissolution this 31st day of December, 1997


Joan M. Fryer, President

STATE OF FLORIDA]
COUNTY OF PINELLAS]

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Joan M. Fryer known to me to be the person who executed the foregoing Articles of Dissolution, and who acknowledged before me that she executed these Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid this 31st day of December, 1997.


Notary Public, State of Florida at Large
My commission expires:



**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDERS
OF BAY AREA CHARTER AND MARINE SERVICE, INC.**

The undersigned, being the sole Director and/or Shareholder of Bay Area Charter and Marine Service, Inc. ("the Corporation"), acting without meeting pursuant to the Florida General Corporation Act, hereby consents to and adopts the following actions, preambles, and resolutions:

(1) RESOLVED, that this Consent shall be in lieu of a Special meeting of the Shareholders and Board of Directors of this Corporation.

(2) RESOLVED, that the Corporation shall be dissolved upon consent of the sole shareholder and director, by filing Articles of Dissolution with the State of Florida.

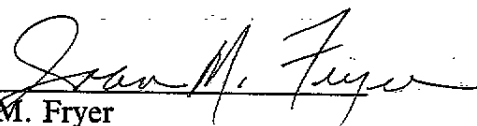
The sole director of the corporation is as follows:

Joan M. Fryer

The sole shareholder of the corporation is as follows:

Joan M. Fryer

Dated this 31st day of December, 1997


Joan M. Fryer