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305 372-2400
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 2, 1997

DAVID S. BATCHELLER
DIRECT LINE (305) 372-2485

Florida Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

Re: David S. Batcheller, P.A.
Corporate Dissolution

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*****87.50 *****87.50

Gentlemen:

Please find enclosed in regard to the dissolution of David S. Batcheller, P.A. which took place on December 30, 1996 the following:

1. Written Consent of the Shareholder of David S. Batcheller, P.A. Adopting Plan of Complete Liquidation.
2. Executed Articles of Dissolution.

Enclosed is a check of David S. Batcheller in the sum of \$87.50 for the filing fee of \$35.00 and \$52.50 for a certified copy of the dissolution documents.

Thank you for your assistance.

Yours very truly,

David S. Batcheller
David S. Batcheller

Enclosures

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ARTICLES OF DISSOLUTION
OF
DAVID S. BATCHELLER, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

David S. Batcheller, P.A.

2. The dissolution of the corporation was authorized on
December 30, 1996

3. The dissolution of the corporation was unanimously
approved by written consent of the shareholders pursuant to
Sections 607.1402(6) and 607.0704 of the Florida Statutes.

4. The effective date of the Articles of Dissolution
shall be: December 30, 1996.

A copy of the Written Consent adopting Plan of Complete
Liquidation is attached and was signed by the sole Shareholder of
the Corporation on the 30th day of December, 1996.



David S. Batcheller, President

WRITTEN CONSENT
OF THE SHAREHOLDERS OF
DAVID S. BATCHELLER, P.A.,
ADOPTING PLAN OF COMPLETE LIQUIDATION

Pursuant to Section 607.0704 of the Florida Statutes, the undersigned, being all the Shareholders of David S. Batcheller, P.A., do hereby consent to the adoption of the following Plan of Liquidation and Dissolution pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended:

1. The officers are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities and to distribute the remaining assets, subject to all remaining liabilities, to the shareholders in proportion to the number of shares owned by them in cancellation of their shares.

2. As soon as practicable, the officers shall take all appropriate and necessary action to dissolve the corporation under Florida law.

Dated as of this 30th day of December, 1996.



David S. Batcheller

Being the sole Shareholder of the Corporation.