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March 7, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

700003831227--1
-03/12/01--01120--033
*****35.00 *****35.00

Re: Animal Welfare Society, Inc.

Gentlemen:

Enclosed are the following items:

1. Our check payable to you in the sum of \$35.00 to cover the dissolution fee.
2. Original, signed Articles of Dissolution, Authentication and copy of Plan of Distribution of Assets of Animal Welfare Society, Inc.

Please file the Articles of Dissolution for this corporation and send your acknowledgment to this office.

Very truly yours,


H. RANDOLPH KLEIN

HRK/sg

Enclosures

Voldis

T. LEWIS MAR 15 2001

FILED
01 MAR 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
ANIMAL WELFARE SOCIETY, INC.

FILED
01 MAR 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

At a special meeting of the Board of Directors of ANIMAL WELFARE SOCIETY, INC., a Florida not for profit corporation (whose membership have no voting rights and are not entitled to vote on dissolution), held on February 19, 2001, the three surviving Directors of the corporation unanimously adopted a Resolution to dissolve the corporation upon the filing of Articles of Dissolution with the Secretary of State of the State of Florida. Attached hereto is an authenticated copy of the Plan of Distribution of Assets unanimously adopted by the Board of Directors on February 19, 2001.


VONA DIXON, Vice President


STATE OF FLORIDA

COUNTY OF SUMTER

The foregoing Authentication was acknowledged before me this 2 day of March, 2001, by VONA DIXON, Vice President of ANIMAL WELFARE SOCIETY, INC., a Florida not for profit corporation, who is personally known to me () OR who produced Arman to Bahr as identification.

CAROL M. INZANA
Notary Public, State of Florida
Expires October 31, 2001
Commission # CC683484
Official Notary Seal




Notary Public, State of Florida at Large

My Commission Expires:

AUTHENTICATION

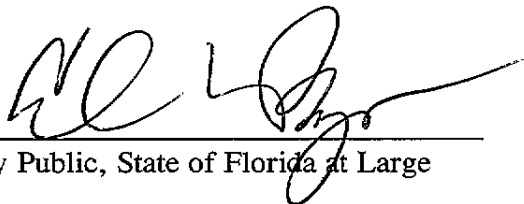
Attached hereto is a true and correct copy of the Plan of Distribution of Assets adopted by the Board of Directors of ANIMAL WELFARE SOCIETY, INC., a Florida not for profit corporation, on February 19, 2001. I hereby certify that the Plan of Distribution of assets was adopted in compliance with the requirements of Section 617.1406 (2), Florida Statutes (2000).


VONA DIXON, Vice President

STATE OF FLORIDA

COUNTY OF SUMTER

The foregoing Authentication was acknowledged before me this 2 day of March, 2001, by VONA DIXON, Vice President of ANIMAL WELFARE SOCIETY, INC., a Florida not for profit corporation, who is personally known to me () OR who produced Known to Bank as identification.


Notary Public, State of Florida at Large

My Commission Expires:

CAROL M. INZANA
Notary Public, State of Florida
Expires October 31, 2001
Commission # CC683484
Official Notary Seal



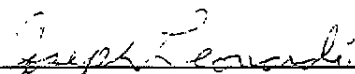
**PLAN OF DISTRIBUTION OF ASSETS
OF
ANIMAL WELFARE SOCIETY, INC.**

The undersigned, constituting all of the surviving Directors of ANIMAL WELFARE SOCIETY, INC., a Florida not for profit corporation (which has no members entitled to vote), adopt the following Plan of Distribution in connection with the voluntary dissolution of the corporation as authorized at a meeting of the undersigned held on February 19, 2001:

1. All liabilities and obligations of the corporation shall be paid in full.
2. The remaining assets of the corporation consisting of the balance in SunTrust Bank, North Central Florida Advantage Money Market Account No. 00727211771221 of approximately \$38,269.17 and the proceeds from liquidation of SunTrust Bank, North Central Florida Certificate of Deposit No. 0037826 of approximately \$76,000.00 shall be paid to the Humane Society of Marion County, Inc., a Florida not for Profit Corporation.
3. The corporation does not hold any assets requiring return, transfer or conveyance by reason of the dissolution of the corporation.
4. The corporation does not hold any assets requiring distribution in accordance with the provisions of the Articles of Incorporation or the By-Laws by reason of the dissolution of the corporation.

ADOPTED this 19th day of February, 2001.


VONA DIXON, Director & Vice President


JOSEPH LEONARDI, Director & Secretary


JOAN M. CONNOLLY, Director & Treasurer