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of Counsel

April 23, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 APR 26 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ZIMDARS INSURANCE CORPORATION

200002852142--3
-04/26/99--01140--017
*****87.50 *****43.75

Gentlemen:

Enclosed please find the Articles of Dissolution for the above-named corporation along with a copy to be certified and returned to our office. Also enclosed is a check in the amount of \$87.50 to cover the following:

- | | |
|-------------------|----------|
| 1) Filing Fee | \$ 35.00 |
| 2) Certified Copy | \$ 52.50 |

Thank you for your attention to this matter.

Very truly yours,


Mary E. Anzicek-Hernandez
Legal Assistant to Mr. Francoeur

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Enclosures

Uold's



MAY 3 1999

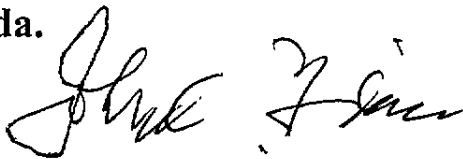
**ARTICLES OF DISSOLUTION
OF
ZIMDARS INSURANCE CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On March 31, 1999 at a Special Meeting of the Board of Directors and the sole shareholder of ZIMDARS INSURANCE CORP., a Florida corporation, the following resolution was adopted:

1. That Zimdars Insurance Corp. shall be dissolved effective March 31, 1999.
2. That the corporation's certified public accountant shall be so advised and instructed to liquidate and wrap up all financial affairs outstanding.
3. That the corporation's four directors - John C. Zimdars Sr. (Chairman of the Board of Directors), John C. Zimdars Jr. (Secretary/Treasurer), Mildred W. Zimdars, and Nan M. Zimdars (President)- and the corporation's sole shareholder, John C. Zimdars Sr., approved and authorized the dissolution.
4. That these Articles of Dissolution shall be filed with the Secretary of State of the State of Florida.

Date: 4/8/99

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JOHN C. ZIMDARS
Sole Shareholder and Chair-
man of the Board of Directors
(SEAL)