



THE UNITED STATES
CORPORATION
COMPANY

F 59679

ACCOUNT NO. : 072100000032

REFERENCE : 470055 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 22, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 470055-005

CUSTOMER NO: 4728359

CUSTOMER: Randy Sterns, Esq
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

Amendment
DOMESTIC FILINGS

NAME: O.B.W. ENTERPRISES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

VOIDS
10/26
7/22

FILED
97 JUL 22 PM 1:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 JUL 22 PM 12:11
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION
OF O.B.W. ENTERPRISES, INC.

The undersigned, O. Boyd Wynne, III and Edward C. Wynne, being respectively the President and Secretary of O.B.W. Enterprises, Inc., a Florida corporation (the "Corporation"), certifies that attached hereto is a correct and complete copy of the Written Action taken and executed, pursuant to the provisions of §607.1403 and 607.0704, Florida Business Corporation Act, by the Corporation's shareholders for the purpose of effecting a plan of corporate liquidation and dissolution, which written action was adopted effective as of June 30, 1997 and has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect, and each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is O.B.W. Enterprises, Inc.
2. The names and respective addresses of each of the Corporation's officers and directors is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
O. Boyd Wynne, III	Director, President	4507 Beach Park Drive Tampa, FL 33609
Ruth C. Wynne	Director, Vice President	2611 Bayshore Boulevard Tampa, FL 33629
Edward C. Wynne	Director, Secretary	2908 Southwestern Blvd. University Park, TX 75225
J. Lesley Wynne	Director	Rt. 2, Box 365 Waynesville, NC 28786
Norman L. Wynne	Director	827 Piney Woods Dr. LaGrange, GA 30240

3. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision for the payment or discharge thereof has been made.

4. The Corporation's decision to dissolve the corporation and distribute its assets was approved by written action in accordance with the provisions of Section 607.0704, Florida Business Corporation Act.

5. All remaining properties and assets of the Corporation will be distributed to its shareholders in redemption and cancellation of all of the Corporation's issued and outstanding shares.

6. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

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TALLAHASSEE, FLORIDA

7. The actions recited above have been duly approved by the shareholders of the corporation in accordance with the provisions of §607.1006, Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with the provisions of the Florida Business Corporation Act.

DATED: July 13th, 1997.

[Signature]
O. Boyd Wynne, III, President

[Signature]
Edward C. Wynne, Secretary DIRECTOR

STATE OF FLORIDA
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged before me this 30 day of June, 1997, by O. Boyd Wynne, III, who is personally known to me or produced as identification.

Notary Public



Sign: [Signature]
Print Name: SUSAN E. NURRE

My Commission Expires: 4/2/2000

STATE OF Hawaii
COUNTY OF Hawaii

THE FOREGOING instrument was acknowledged before me this 28th day of June, 1997, by Edward C. Wynne, who is personally known to me or produced Texas Driver's License as identification.

Notary Public

Sign: [Signature]
Print Name: Rhonda S. Brown

My Commission Expires: 11/4/98

124833.01

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**WRITTEN ACTION OF THE SHAREHOLDERS OF
O.B.W. ENTERPRISES, INC.**

The undersigned, being the legal and beneficial owners of all of the shares of capital stock issued by O.B.W. Enterprises, Inc., a Florida corporation (the "Corporation"), hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and .0704, Florida Statutes:

WHEREAS, the shareholders of the Corporation deem it advisable to liquidate the Corporation pursuant to the terms of Section 331 of the Internal Revenue Code of 1986, as amended, and to dissolve it pursuant to applicable Florida law,

RESOLVED, that the Corporation hereby adopts a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986, as amended;

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and counsel for the Corporation are hereby authorized to take the following actions:

1. The officers and counsel of the Corporation shall file Articles of Dissolution pursuant to Section 607.1403, Florida Statutes, with the Florida Secretary of State;
2. That within 30 days after the date of this written action, the Corporation shall file Form 966 with the Internal Revenue Service, together with a certified copy of this resolution;
3. The Corporation shall be authorized to determine the fair market value of any real estate owned by the Corporation;
4. The Corporation shall proceed to collect its assets; convey and dispose of such of its obligations or make adequate provision for discharge thereof; and do all other acts required to liquidate its business and affairs;
5. Under the Corporation's Articles of Incorporation, the Corporation was authorized to issue 5,000 shares of preferred stock with a par value of \$175.00 per share and 2,900 shares of common stock with a par value of \$1.00 per share. The Corporation's preferred stock is entitled under the Articles of Incorporation to a liquidation preference of any assets distributed equal to the amount of the par value of the Corporation's preferred stock. Because 5,000 shares of preferred stock are issued and outstanding, no assets will be distributed to the common stock shareholders of the Corporation unless the total value of all assets collected by the Corporation exceed the sum of \$875,000;
6. As soon as practicable, the Corporation shall distribute the remainder of its assets, subject to any unpaid liabilities, to the Corporation's preferred stockholders to the extent the aggregate value of the Corporation's assets do not exceed the sum of \$875,000 in redemption

of and cancellation of all of the issued and outstanding shares of common and preferred stock of the Corporation;

7. To the extent that the aggregate value of any assets distributed to the preferred stockholders exceeds the sum of \$875,000, any remaining assets shall be distributed pro rata among the common stockholders of the Corporation in redemption of and cancellation of the outstanding shares of common stock held in the Corporation;

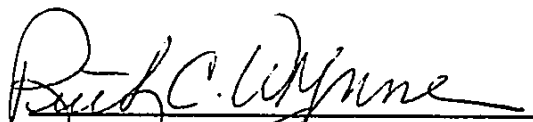
8. The proper officers and accountants for the Corporation shall be authorized to file all other forms and documents required by the State of Florida and the Internal Revenue Service, including tax returns, as soon as possible after distribution of the Corporation's assets;

9. Authorization is further given to the Corporation's accountants to prepare, sign and forward to the Internal Revenue Service, after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation, if any;

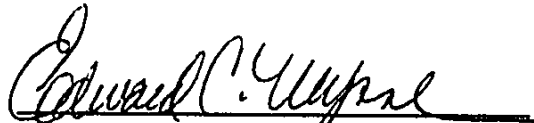
10. The Corporation shall immediately cease the active conduct of its business and shall cause notice thereof to be mailed to each known creditor of, and claimant against, the Corporation, if any; and

11. Each of the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation and under its seal or otherwise, to execute and deliver all such documentation necessary to effect such liquidation and dissolution and to take all such further action as such officer, in his or her discretion, may consider necessary or appropriate in order to effect the full intent and purpose of this resolution to liquidate the Corporation in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended.

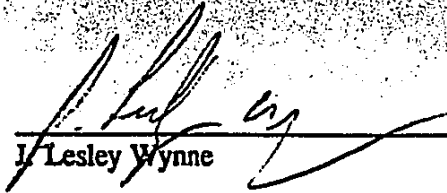
DATED: June 30, 1997.

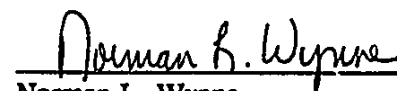


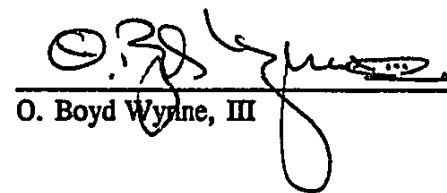
Ruth C. Wynne, as Co-Trustee of the O.
Boyd Wynne, Jr. Unified Credit Trust created
June 5, 1993



Edward C. Wynne, Individually and as
Co-Trustee of the O. Boyd Wynne, Jr.
Unified Credit Trust dated created
June 5, 1993


Lesley Wynne


Norman L. Wynne


O. Boyd Wynne, III

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