

F86578

H. HENRY PHELPS INC.
651 DUNDEE CIRCLE
MELBOURNE, FLORIDA 32904
407-725-6612
407-784-1899

New Address

State of Florida
Division of Corporations
PO Box 6327
Tallahassee FL 32314

June 9th, 1997

Document # F86578
REF: Richards-Phelps Land Company
H. Henry Phelps Inc.
Closing of Business

300002210013--2
-06/12/97-01026-020
*****35.00 *****35.00

TO: STATE OF FLORIDA

We have enclosed our "Articles of Dissolution".

This document was furnished to us on June 2, 1997.

We have also enclosed a copy of our last filing fee form
that has some basic corporate data should you need it.

We assume that this closes the corporation and that no
other action is required on our part. If that is not correct,
please advise us.

H. Henry Phelps

H. Henry Phelps
President

97 JUN 12 AM 8:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 6/8

Vol. DIS.

ARTICLES OF DISSOLUTION

97 JUN 12 AM 8:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: H. HENRY PHELPS INC.

SECOND: The date dissolution was authorized: MAY 31st 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 31st day of MAY, 1997.

Signature H. Henry Phelps - President
(By the Chairman or Vice Chairman of the Board, President, or other officer)

H. HENRY PHELPS
(Typed or printed name)

PRESIDENT
(Title)