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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

July 13, 1998

FILED
98 JUL 17 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

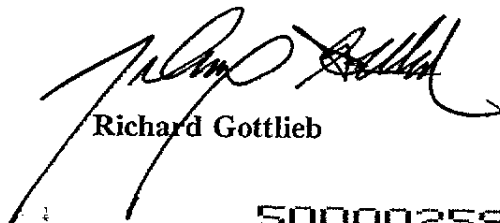
**In Re: Stan Noyes, Inc.
Dissolution**

Dear Secretary of State:

Enclosed please find the *Articles of Dissolution* for the above-captioned corporation. We are also enclosing our client's check in the amount of \$87.50 (\$35.00 filing fee, \$52.50 for preparation of a certified copy). Please forward the certified copy of the dissolution to the undersigned at the address above.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,



Richard Gottlieb

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Encs.

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ARTICLES OF DISSOLUTION
(FS §607.1402-1403)

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TALLAHASSEE, FLORIDA

1. The Name of the Corporation is:
STAN NOYES, INC.
2. Dissolution was authorized on April 23, 1998.
3. The number of votes cast by the shareholders was sufficient for approval.

DATED this 23rd day of April, 1998.

STAN NOYES, INC.

By: *Darla S. Noyes*
Darla S. Noyes, President & Secretary

**MINUTES OF THE SPECIAL MEETING OF THE SHAREHOLDERS
OF STAN NOYES, INC.
(FS §607.1402)**

The special meeting of Shareholders of the Corporation was held at the corporate offices on April 23, 1998.

The following shareholders were present: Darla S. Noyes, being all the shareholders of the corporation and a quorum.

The Chair called the meeting to order and stated that a quorum of shareholders was present for the conduct of business before the meeting. The Secretary thereupon presented and read the *Waiver of Notice* which was ordered to be made a part of the minutes of this meeting.

The Chair then said that the Board of Directors recommended dissolution of the corporation to the shareholders.

Upon motion duly made, seconded and carried by the required majority, it was

RESOLVED, as follows:

- 1 That the corporation is dissolved.
- 2 That the President and Secretary be and they hereby are authorized and directed to execute Articles of Dissolution and to have them delivered to the Department of State for filing.
- 3 That the officers of the corporation be and they hereby are authorized and directed to take such actions as are necessary to complete the dissolution of the corporation.

There being no further business before the meeting, the meeting was adjourned.

Dated: April 23, 1998



Darla S. Noyes, Chairman/Secretary

**WAIVER OF NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS OF
STAN NOYES, INC.**

We the undersigned being all the shareholders of the corporation hereby agree and consent that the special meeting of shareholders be held at the date, time and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting:	April 23, 1998
Time of meeting:	9:00 A.M.
Place of meeting:	Company offices
Purpose of meeting:	Dissolution

Dated: April 23, 1998.



Darla S. Noyes