

McCAIN & LYNCH, P.A.  
Post Office Box 3779  
Fort Pierce, FL 34948  
(561) 464-0809

September 12, 1997

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-09/18/97--01025--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: McCain & Lynch, P.A.

Dear Sir/Madam:

Please find enclosed herewith an original and a copy of Articles of Dissolution for the above-named corporation. Additionally, a check in the sum of \$87.50 is enclosed which represents our understanding of the following fee: filing fee - \$35.00, and certified copy - \$52.50.

Please file the original of the enclosed Articles of Dissolution and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

  
STEVEN R. McCAIN

SRM/dam

Enclosures

Diss.  
9-18-97  
cc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF DISSOLUTION**  
**OF**  
**McCAIN & LYNCH, P.A.**

The following Articles of Dissolution for McCain & Lynch, P.A., are adopted pursuant to the written consent thereto of the stockholders and directors of such corporation, a copy of which is attached hereto:

1. The name of the corporation is McCain & Lynch, P.A.
2. The name and address of its officers are:

Steven R. McCain, 515 South Indian River Drive, Fort Pierce, Florida 34950.

3. The name and address of its directors are:

Steven R. McCain, 515 South Indian River Drive, Fort Pierce, Florida 34950.

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. A copy of the written consent to dissolve the corporation is attached hereto. Such written consent has been signed by all shareholders of the corporation.

DATED this 12th day of September, 1997.

  
STEVEN R. McCAIN, President

  
STEVEN R. McCAIN, Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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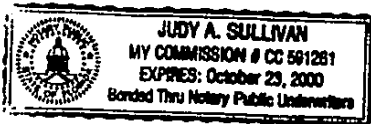
**STATE OF FLORIDA**

**COUNTY OF ST. LUCIE**

**BEFORE ME** personally appeared **STEVEN R. McCain** who is the President and Secretary of McCain & Lynch, P.A., and acknowledged before me that he executed the foregoing Articles of Dissolution.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal on this 12 day of September, 1997.

(NOTARY SEAL)



Judy A. Sullivan  
Signature of Notary

**WRITTEN CONSENT OF THE STOCKHOLDERS  
AND DIRECTORS OF McCAIN & LYNCH, P.A., IN LIEU OF  
SPECIAL MEETING OF THE STOCKHOLDERS AND BOARD OF DIRECTORS  
OF McCAIN & LYNCH, P.A.**

At a meeting to consider the liquidation and dissolution of McCain & Lynch, P.A., the undersigned, being all of the stockholders and directors of said corporation, hereby take the following actions by written consent in lieu of a special meeting of the board of directors and stockholders:

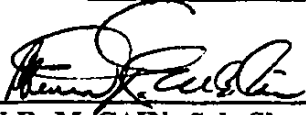
**RESOLVED**, that the corporation be liquidated in accordance with the appropriate provisions of the Internal Revenue Code of 1954, as amended; and further

**RESOLVED**, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File the appropriate forms and other documents with the Internal Revenue Service within any required time period for such filing;
2. Transfer all of the assets of the corporation to the stockholders of the corporation;
3. Distribute all of the assets subject to any unpaid liabilities, if any, in reduction and cancellation of all of the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida;
5. File all other forms and documents required by the State of Florida and the federal government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, if any; and

**FURTHER RESOLVED**, that all actions taken on behalf of the corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

**DATED:** September 12, 1997.

  
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**STEVEN R. McCain, Sole Shareholder**

  
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**STEVEN R. McCain, Sole Director**