

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys At Law

G 57671

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

A. ALEXANDER RHODES

February 20, 1997

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

000002095310--5
-02/24/97--01041--005
*****35.00 *****35.00

Re: Tampa Bay Cabinets, Inc.

Dear Sir/Madam:

Enclosed for filing is the original and one copy of the Articles of Dissolution for Tampa Bay Cabinets, Inc., along with our check in the amount of \$35.00 for the filing fee.

If you have any questions, please do not hesitate to call me.

Yours very truly,

FRAZER, HUBBARD, BRANDT & TRASK



A. ALEXANDER RHODES

AAR/fe
Enclosures

cc: Sandy J. Francisco

FILED
97 MAR -5 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol 1
3-6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1997

A. ALEXANDER RHODES
FRAZER, HUBBARD, BRANDT & TRASK
PO BOX 1178
DUNEDIN, FL 34698

SUBJECT: TAMPA BAY CABINETS, INC.
Ref. Number: G57671

We have received your document for TAMPA BAY CABINETS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 597A00010007

RECEIVED
97 MAR -5 AM 8:13
DIVISION OF CORPORATIONS



Attorneys At Law

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

A. ALEXANDER RHODES

February 28, 1997

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

Re: Tampa Bay Cabinets, Inc.

Dear Sir/Madam:

Pursuant to your correspondence dated February 26, 1997, a copy of which is enclosed for your reference, attached is the original and 1 copy of the Articles of Dissolution for the above referenced corporation, along with the original Minutes of a Special Meeting of the Shareholders of Tampa Bay Cabinets, Inc. and the original Waiver of Notice of Shareholders of Tampa Bay Cabinets, Inc. Please proceed with the filing of the Articles of Dissolution.

If you have any questions, please do not hesitate to call me.

Yours very truly,

FRAZER, HUBBARD, BRANDT & TRASK

A. ALEXANDER RHODES

AAR/fe
Enclosures

ARTICLES OF DISSOLUTION OF
TAMPA BAY CABINETS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The name of the corporation being dissolved is Tampa Bay Cabinets, Inc., which was incorporated on August 31, 1983.

II. Dissolution of the corporation was authorized by its shareholders on January 14, 1997.

III. The corporation has elected to dissolve on the unanimous written consent of its shareholders. A copy of the consent is incorporated and attached as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 19th day of February, 1997, in Pinellas County, Florida.

Attest:

Sandy J. Francisco
Sandy J. Francisco, Secretary

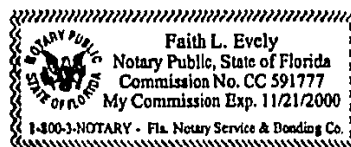
Sandy J. Francisco
Sandy J. Francisco, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of February, 1997, by SANDY J. FRANCISCO as President and Secretary of Tampa Bay Cabinets, Inc., () who is personally known to me, or who has produced a Florida Driver's License or _____ as identification.

Faith L. Evelyn
Notary Public

My Commission Expires:



**MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
TAMPA BAY CABINETS, INC.**

A special meeting of the shareholders and directors of Tampa Bay Cabinets, Inc., a Florida corporation, was held at the law office of Frazer, Hubbard, Brandt and Trask, 595 Main Street, Dunedin, FL 34698 on January 14, 1997 at 11:00 a.m., pursuant to a Waiver of Notice, attached hereto.

The sole shareholder was present in person, and Mr. Francisco announced that all the shareholders and directors were present and that he had executed a Wavier of Notice of the meeting. As Chairman and Secretary, he announced that the purpose of the meeting was to consider dissolution of the corporation.

After discussion, the following resolution was unanimously adopted by the shareholders and directors of the corporation:

WHEREAS, the shareholder of the corporation has determined that it is advisable and beneficial for the corporation to be dissolved; and

WHEREAS, the shareholder hereby adopts and approves of the attached Articles of Dissolution for the corporation; and be it

RESOLVED, that it is planned to assemble and marshall the assets of the corporation, pay or make adequate provisions for the creditors and debtors of the corporation, and apportion the remaining assets to Sandy J. Francisco in accordance with his respective interest in the corporation.

1. The corporation will distribute all its property and assets within one year of the date of the adoption of these minutes.

2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provisions will be made therefor.

3. Sandy J. Francisco, as an officer of the corporation, is authorized to sell or otherwise liquidate all the properties and assets of the corporation as he deems necessary or advantageous to facilitate the dissolution of the corporation.

4. Sandy J. Francisco, as an officer of the corporation, is authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

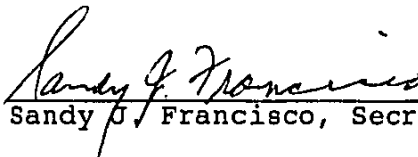
- a) Executing any and all instruments of conveyance;
- b) Paying all taxes and fees;
- c) Executing all documents required by law to be filed; and
- d) Doing all other things necessary or convenient to effect the dissolution of the Corporation.

5. After the provision for, or the payment of, the known debts and liabilities of the corporation, Sandy J. Francisco is hereby authorized and directed to distribute the remaining cash and all other assets of the corporation to himself as sole stockholder in exchange for all his stock in the corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: 1-14-97


Sandy J. Francisco, Chairman


Sandy J. Francisco, Secretary

**WAIVER OF NOTICE OF
SHAREHOLDERS OF
TAMPA BAY CABINETS, INC.**

The undersigned shareholder, being the sole shareholder of the corporation, hereby agrees and consents that a special meeting of the shareholders of the corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the corporation, and he does hereby waive all notice of the meeting and any adjournment thereof.

Date of Meeting: January 14, 1997

Time of Meeting: 11:00 a.m.

Place of Meeting: Frazer, Hubbard, Brandt & Trask
595 Main Street
Dunedin, FL 34698

Dated: 1-14-97

Sandy J. Francisco
Sandy J. Francisco