

G75131

LAW OFFICES

NEILL, GRIFFIN, JEFFRIES, FOWLER, TIERNEY & NEILL

CHARTERED

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SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
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September 7, 2001

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*****35.00 *****35.00

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

Re: Dissolution of C&D Management Co.

Gentlemen:

Enclosed are originals of the Articles of Dissolution, Implementation of Shareholders' Resolution to Dissolve C&D Management Co., and Written Consent of the Shareholders. Also enclosed is our check in the amount of \$35.00.

The effective date of the dissolution of the corporation is August 31, 2001, and I would appreciate your forwarding a copy of evidence of the dissolution with your office to my attention as soon as convenient.

Sincerely,

Chester B. Griffin RF

Chester B. Griffin
CBG:rf
Enclosures

cc: David Turner

Diss
9-18-01
RF

FILED
01 SEP 10 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
(After Commencement of Business)

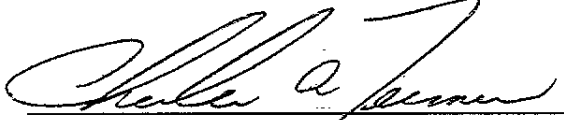
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST: The name of the corporation is: C & D Management Co.
- SECOND: The date dissolution was authorized: August 31, 2001.
- THIRD: Adoption of Dissolution: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- FOURTH: The effective date of these articles of dissolution shall be August 31, 2001.

Signed this 31st day of August, 2001. _____

C & D MANAGEMENT CO.


Charles A. Turner, as president