

H05168

BAUGHER, METTLER AND SHELTON

LAWYERS

340 ROYAL POINCIANA PLAZA

PO BOX 109

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 833-9631

FAX (561) 655-2835

M F BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

FILED
97 APR 23 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 22, 1997

FEDERAL EXPRESS

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: JIM AND FRANCES, INC.

To Whom It May Concern:

With regard to the above, enclosed please find the following:

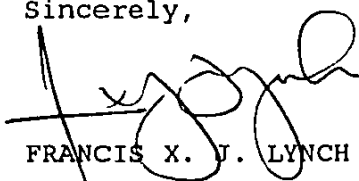
1. duplicate originals of the Articles of Dissolution for Jim and Frances, Inc.,
2. this firm's check in the amount of \$35.00, representing the filing fee

and 3. a return self-addressed Federal Express mailer

Once the Articles of Dissolution have been filed, please return a copy of same to me in the enclosed Federal Express mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,


FRANCIS X. J. LYNCH

FXJL/kh
Enclosures

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V8 MAY 5 1997

ARTICLES OF DISSOLUTION

OF

JIM AND FRANCES, INC.

FILED

97 APR 23 AM 10:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is JIM AND FRANCES, INC. (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's shareholders on APRIL 16, 1997, to become effective as of acceptance of these Articles by the Florida Department of State.

ARTICLE III - PROVISION FOR DEBTS

As of the date hereof there is no outstanding debt due from the corporation to any person or entity.

ARTICLE IV - SHAREHOLDER APPROVAL

The dissolution was approved by all of the shareholders of the Corporation, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on APRIL 16, 1997.

JIM AND FRANCES, INC.

BY: James Knox
JAMES KNOX, President