

J12490

**SMITH
SAUER
& DEMARIA**
ATTORNEYS AT LAW

January 8, 1999

FILED
99 JAN 11 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Thomas Smith
Board Certified
Real Estate Attorney

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Herbert L. Babcock, D.C., P.A.

300002737183--7
-01/11/99-01136-006
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed please find the original a copy of the Articles of Dissolution for the above captioned corporate document number along with a check in the amount of \$35.00 to cover the filing fee. I have also enclosed copies of the Waiver, Consent to Dissolution and the Minutes of the Special Meeting of the Shareholders in which the resolution to dissolve was unanimously approved. Please return the copy of the Articles of Dissolution to me date-stamped as evidence of filing. Please do not hesitate to call.

Returned

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/enclosures

Uold's

VS JAN 15 1999

ARTICLES OF DISSOLUTION

FILED
99 JAN 11 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is HERBERT L. BABCOCK, D.C., P.
2. The names and respective addresses of its officers are:

Herbert L. Babcock, President
Virginia Babcock, Secretary
Virginia Babcock, Treasurer
3. The names and respective addresses of its shareholders are:

Herbert L. Babcock
2150 East Nine Mile Road
Pensacola, FL 32514
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
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. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation duly authorized on the 22nd day of December, 1998.

DATED this 22nd day of December, 1998.


Herbert L. Babcock
President

Virginia Babcock
Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Herbert L. Babcock who is the President of Herbert L. Babcock, D.C., P.A., Corporation and who is personally known to me or produced _____ as identification on this 22nd day of December, 1998.

NOTARY STAMP:


NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires:

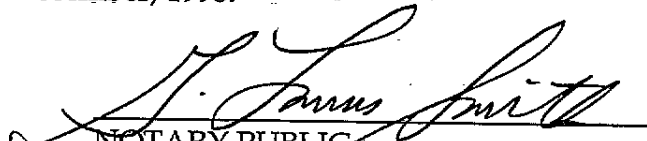
STATE OF FLORIDA
COUNTY OF ESCAMBIA



G THOMAS SMITH
My Commission CC484224
Expires Jul. 29, 1999
Bonded by ANB
900-852-5878

The foregoing instrument was acknowledged before me by Virginia Babcock who is the Secretary of Herbert L. Babcock, D.C., P.A., Corporation and who is personally known to me or produced _____ as identification on this 28th day of December, 1998.

NOTARY STAMP:


NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires:



G THOMAS SMITH
My Commission CC484224
Expires Jul. 29, 1999
Bonded by ANB
900-852-5878

**CONSENT TO DISSOLUTION OF
HERBERT L. BABCOCK, D.C., P.A.**

The undersigned, constituting all of the shareholders of Herbert L. Babcock, D.C., P.A., a Florida corporation, hereby consent to the voluntary dissolution of this corporation effective December 31, 1998.

Herbert L. Babcock
Herbert L. Babcock, President

Virginia Babcock
Virginia Babcock, Secretary

Virginia Babcock
Virginia Babcock, Treasurer