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July 22, 2002

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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-07/25/02--01065--014
*****35.00 *****35.00

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

Re: Articles of Dissolution for S&H Housing, Inc.

Ladies and Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Dissolution for S&H Housing Inc., along with a check for \$35.00.

Please call me at 561-995-8868 if you have any questions.

Sincerely,



Walter H. Messick

For Walter H. Messick

SIGNED IN ATTORNEYS
ABSENCE TO AVOID DELAY

CLERK OF STATE
TALLAHASSEE, FLORIDA

02 JUL 25 PM 3:26

FILED

PS 7/31/02
DISS. Inactive

S & H HOUSING, INC.
ARTICLES OF DISSOLUTION

FILED

02 JUL 25 PM 3:26

S&H Housing, Inc., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act: TALLAHASSEE, FLORIDA

- FIRST: The name of the corporation is S&H Housing, Inc., (the "Company").
- SECOND: The sole shareholder of the Company approved the dissolution of the Company on July 19, 2002.
- THIRD: The number of votes cast by the shareholders of the Company for dissolution was sufficient for approval of that action.

EXECUTED: July 19, 2002

By: 

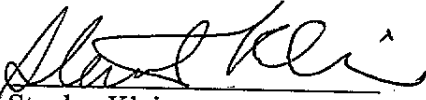
Name: Stanley Klein

Title: President

S&H HOUSING, INC.
STATEMENT OF CONSENT TO ACTION
BY SOLE SHAREHOLDER

The undersigned, being the sole shareholder of S&H Housing, Inc., a Florida corporation, hereby consents to the following action in lieu of holding a meeting of the shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

Pursuant to F.S. 607.1402(6), the voluntary dissolution of S&H Housing, Inc. is authorized, effective July 19, 2002.


Stanley Klein