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FILED STATE
SECRETARY OF CORPORATIONS
01 JUL 31 AM 10:27

STEPHEN J. DEMONTMOLLIN, PA
7317 NW 47TH COURT
GAINESVILLE, FL 32606

July 30, 2001

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

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-07/31/01--01048--004
*****45.75 *****43.75

To Whom It May Concern:

Please find enclosed:

1. Articles Of Dissolution
2. Written Consent And Resolution Of Shareholder To Dissolve Corporation
3. Plan Of Liquidation

for Stephen J. Demontmollin, PA, a Florida for-profit corporation.

Also enclosed is a check payable to Florida Department of State for \$45.75 (\$35.00 filing fee and \$10.50 for a certified copy of the enclosures).

Please contact me if you have any questions about this matter.

Sincerely,



Stephen J. Demontmollin
President

V. Shepard

V. SHEPARD AUG 8 2001

ARTICLES OF DISSOLUTION
OF
STEPHEN J. DEMONTMOLLIN, PA

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Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of corporation is Stephen J. Demontmollin, PA

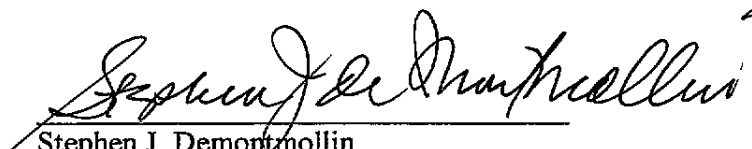
SECOND: The dissolution was authorized on July ~~31~~²⁸, 2001

THIRD: The dissolution was approved by the shareholder. The number of votes cast in favor of the dissolution was one (1) which was sufficient for approval pursuant to law.

FOURTH: These articles of dissolution will take effect on July 31, 2001 at Gainesville, Florida

DATED: July ~~30~~³¹, 2001

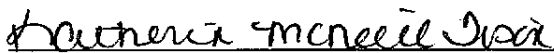
By:


Stephen J. Demontmollin
Its President

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, the abovesigned authority, personally appeared, who is well known to be the person described in and who subscribed the above articles of dissolution, and he/she did freely and voluntarily acknowledge before me according to law that he/she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Alachua County, Florida in said County and State this 30 day of July, 2001.


Notary Public

My Commission Expires 6-14-2003



**WRITTEN CONSENT AND RESOLUTION
OF
SHAREHOLDER TO DISSOLVE CORPORATION
OF
STEPHEN J. DEMONTMOLLIN, PA**

The undersigned shareholder hereby agrees and consents to the adoption of the following resolution by the shareholder of Stephen J. Demontmollin, PA pursuant to Section 607.1402(6) of the Florida Statutes without the necessity of holding a meeting thereon and waiving all notice of such meeting;

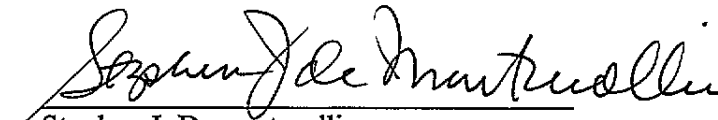
RESOLVED that the plan of liquidation attached hereto be approved by the shareholders of the Corporation;

RESOLVED FURTHER that the officers and directors of the Corporation are hereby authorized and directed to collect and distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in the plan, and to take such further action as may be necessary or proper to liquidate and dissolve the corporation;

RESOLVED FURTHER that the Board of Directors may abandon dissolution proceedings and file Articles of Revocation, without further shareholder action, at any time prior to the expiration of one hundred twenty (120) days after the effective date of the Articles with the Department of State.

EXECUTED on 1/28/01

By:


Stephen J. Demontmollin
Its President

**PLAN OF LIQUIDATION
OF
STEPHEN J. DEMONTMOLLIN, PA**

WHEREAS the shareholder of Stephen J. Demontmollin, PA has resolved to liquidate the Corporation as of *July 31, 2001*; and

ADJUST ACCORDINGLY WHEREAS the shareholder acquired the stock of the Corporation on September 19, 1986 for \$500;

BE IT RESOLVED, there exist no assets of the Corporation to be distributed to Stephen J. Demontmollin, its sole shareholder;

FURTHER RESOLVED, as Stephen J Demontmollin will not receive any assets upon the dissolution of the Corporation, he will recognize a long term capital loss of \$500 in full payment in exchange for his stock of the Corporation.

EXECUTED on July 30, 2001

By:



Stephen J. Demontmollin
Its President