

LAW OFFICES OF

KIMPTON, BURKE & WHITE, P.A.

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January 15, 1997

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

RE: Dayton Andrews Leasing, Inc.
Our File No. 3843.04.6.000

7000020627--7
-01/28/97--01036--009
*****87.50 *****87.50

FILED
91 JAN 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find original and photocopy of Articles of Dissolution, Statement of Intent to Dissolve, and Minutes of Special Joint Meeting of Shareholders and Directors regarding the above referenced corporation.

Further enclosed is a check in the amount of \$87.50 to cover the cost of the filing fee. Please return a certified copy of the Articles of Dissolution after filing.

Sincerely,

KIMPTON, BURKE & WHITE, P.A.


Robert C. Burke, Jr.

RCB/cg
Enclosures

cg:97depa01.ltr

VALDIS
RFB
1/30

ARTICLES OF DISSOLUTION
PURSUANT TO FLORIDA STATUTES 607.1403
OF THE FLORIDA STATUTES
OF
DAYTON ANDREWS LEASING, INC.

FILED
97 JAN 27 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is DAYTON ANDREWS LEASING, INC.
2. Dissolution was authorized on December 31, 1996.
3. The number of shares casting votes in favor of dissolution was sufficient for approval.

DATED: December 31, 1996

DAYTON ANDREWS LEASING, INC.

By: 
Dayton T. Andrews, President

And: 
Steven E. Hagenau, Secretary


(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared DAYTON T. ANDREWS and STEVEN E. HAGENAU, who are to me well known to be the persons described in and who subscribed the above

articles of dissolution as President and Secretary of the named corporation respectively, and they did freely and voluntarily acknowledge before me according to law that they 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 Clearwater, in said County and State, this 31st day of December, 1996.



Notary Public, State of Florida
Name: _____
Serial No: _____
My Commission Expires: _____



R. C. Baris, Jr.
MY COMMISSION # CC280030 EXPIRES
July 7, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

STATEMENT OF INTENT TO DISSOLVE

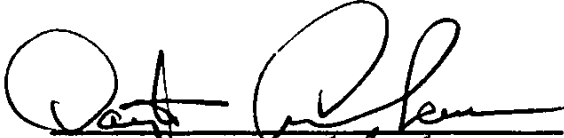
DAYTON ANDREWS LEASING, INC.

BY WRITTEN CONSENT OF ALL SHAREHOLDERS

Pursuant to the provisions of 607.1402(6) of the Florida Statutes, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is DAYTON ANDREWS LEASING, INC.

2. The shareholders of the corporation hereby authorize the dissolution of the corporation, acting in accordance with Section 607.0704.


DAYTON T. ANDREWS, Trustee


C. TAYLOR ANDREWS


ALBERT C. DARRAS


STEVEN E. HAGENAU
As Shareholders

DATED: December 31, 1996

DAYTON ANDREWS LEASING, INC.

By: 
Dayton T. Andrews, President

And: 
Steven E. Hagenau, Secretary

(Corporate Seal)