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October 29, 1997

REPLY TO:  
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ORANGE PARK, FL 32067-0655

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(904) 264-1714

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Department of State  
Division of Corporations  
409 East Ganes St.  
Tallahassee, FL 32314

Re: DAMAR ASSOCIATES, INC.

Dear Sirs:

Enclosed, please find the original Articles of Dissolution for the above corporation and my firm account check in the amount of \$35.00, to cover the cost.

I have also enclosed one copy of the Articles of Dissolution which I would appreciate your date stamping and returning to my office in the enclosed self addressed stamped envelope as documentation of the original filed.

If you have any questions please give me a call.

Very truly yours,

  
John F. Tolson, Jr.

JFT,Jr./njp  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF DISSOLUTION

DAMAR ASSOCIATES, INC., a Florida corporation, executed the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

- FIRST: The name of the corporation is DAMAR ASSOCIATES, INC., (hereinafter referred to as the "Company")
- SECOND: The shareholders of the Company approved the dissolution of the Company on October 27, 1997.
- THIRD: The number of votes cast by the shareholders of the Company for dissolution was sufficient for approval of that action.

EXECUTED this 27th day of October 1997.

DAMAR ASSOCIATES, INC.

BY: David H. Hotvedt

DAVID H. HOTVEDT  
PRESIDENT

ATTEST: Mary Ann Hotvedt

MARY ANN HOTVEDT  
VICE PRESIDENT AND TREASURER

WRITTEN CONSENT FOR RESOLUTIONS OF BOARD OF DIRECTORS  
OF DAMAR ASSOCIATES, INC.

October 27, 1997

We, the undersigned, being all the Directors of DAMAR ASSOCIATES, INC., (hereinafter referred to as the "Corporation"), do hereby consent to and approve the following written consent to action, which shall be treated for all purposes as resolution passed at a meeting of the Board of Directors of the Corporation:

WHEREAS, the Board of Directors believes that it is in the best interests of the Corporation to dissolve; and

NOW, THEREFORE, BE IT

RESOLVED, that the Board does hereby recommend that the Corporation be dissolved pursuant to the terms of the Plan of Complete Liquidation attached hereto as Exhibit "A".

RESOLVED, FURTHER, that the question of such dissolution and adoption of said Plan of Complete Liquidation be submitted to a vote of the shareholders.

RESOLVED, FURTHER, that if the shareholders approve the dissolution and Plan of Complete Liquidation, the president or any vice president and the secretary or any assistant secretary be, and they hereby are, authorized to execute articles of dissolution and such other documents as may be necessary or appropriate to complete the dissolution of the Corporation pursuant to the attached Plan of Complete Liquidation.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation, have hereunto set their hands and seals as of this 27th day of October, 1997.

  
\_\_\_\_\_  
DAVID H. HOTVEDT  
Director

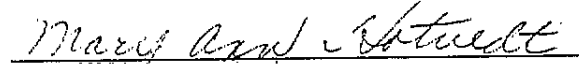
  
\_\_\_\_\_  
MARY ANN HOTVEDT  
Director

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION

1. DAMAR ASSOCIATES, INC., a Florida corporation organized by and under the laws of the State of Florida, shall proceed to a complete liquidation according to the procedure set forth in this plan.

2. The Plan shall be approved by the Board of Directors at a meeting called for that purpose, and, upon such approval, the Plan shall be deemed to have been adopted. Notice of the adoption of the Plan shall be given to the Director of Internal Revenue, in the appropriate office, within thirty days thereafter, in accordance with Section 6043 of the internal Revenue Code upon an appropriate form, as prescribed in said Code.

3. The shareholders of said Corporation shall promptly meet, upon a proper call for such meeting, to consider a resolution ratifying the action of the Board of Directors after having examined the Plan and proposed terms and conditions for the sale of all its assets. The affirmative vote of holder of record, and entitled to vote, of at least two-thirds of all such outstanding shares, shall be necessary to pass the resolution, and no agreement for the sale of the Corporation's assets shall be binding unless the Plan is thus approved by the shareholders.

4. Upon the adoption of this Plan of complete liquidation the Corporation will thereupon do no further business unless it be necessary to wind up its affairs. the Corporation shall sell it's assets, publicly or by private sale, and pay or provide for it's debts and liabilities.

5. The Directors shall declare, and issue, partial distribution resulting from the sale, and from it's surplus, if any, to the shareholders, as soon as practicable thereafter. Such distributions shall be made prior to October 31, 1997, except that the Corporation may retain either sufficient cash or property to meet claims, or require the buyer or buyers of the corporate assets to assert any claim, or claims, for liability prior to the expiration of a twelve month period.

6. After the consummation of the sale of the corporate assets ;under this Plan, the said Corporation shall be dissolved in accordance with the laws of the State of Florida, and, after the payment of the liabilities of the Corporation, and less any amounts needed to meet claims the balance shall be distributed to the shareholders in the proportions of their holdings of the total stock issued and outstanding. Such distribution shall be made prior to October 31, 1997, except as provided in paragraph 5 above.

7. The Officers of the Corporation, so authorized by the Board of Directors, and by laws, shall perform such acts as are necessary to carry out the details of the Plan, shall execute, acknowledge and deliver all deeds, bills of sale, and any other documents necessary to transfer the Corporations assets and to carry out the Plan as hereinbefore set forth.

WRITTEN CONSENT OF THE SHAREHOLDERS  
DAMAR ASSOCIATES, INC.

The undersigned, being all of the Shareholders of DAMAR ASSOCIATES, INC., (hereinafter referred to as the "Corporation"), do hereby consent to and approve the following written consent to action, which shall be treated for all purposes as resolutions passed at a meeting of the Shareholders of the Corporation:

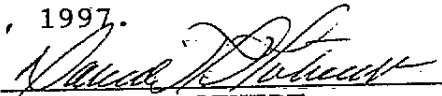
WHEREAS, the Board of Directors adopted a Plan of Complete Liquidation on October 27th, 1997; and

WHEREAS, the Shareholders believe that it is in his best interests to dissolve the Corporation;

NOW, THEREFORE, BE IT

RESOLVED, that, as recommended in a resolution adopted by the Board of Directors at its meeting on October 27, 1997, the Plan of Complete Liquidation presented to this meeting is hereby approved and adopted, and the Corporation shall be dissolved pursuant to said Plan.

IN WITNESS WHEREOF, the undersigned, being all the Shareholders of the Corporation, has hereunto set his hands and seal as of this 27th day of October, 1997.

  
DAVID H. HOTVEDT  
Shareholder

  
MARY ANN HOTVEDT  
Shareholder