K31570 Goodman & Breen

ATTORNEYS AT LAW

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January 24, 2000

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Pelican Pool Care, Inc.

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Dissolution and a check in the amount of \$35.00, representing the appropriate filing fees, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone.

Thank you for your assistance in this matter.

Sincerely,

Nancy J. Gibbs

Enclosure

Woldis

V. SHEPARD FEB 4 2000



PELICAN POOL CARE, INC. ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

ARTICLE I

The name and mailing address of the corporation are:

Pelican Pool Care, Inc. 293 West Ave. Naples, FL 34108

ARTICLE II

A written consent to dissolve, a copy of which is attached, was authorized on the 5 day of January, 1999.

ARTICLE III

A written consent to dissolve, a copy of which is attached, has been signed by all shareholders of the corporation, or in their behalf by their duly authorized attorneys. The unanimous consent to dissolve is sufficient for approval.

ARTICLE IV

The corporation does not intend to revoke the dissolution of the corporation and the name of **Pelican Pool Care**, **Inc.** is available for immediate use.

Dated this 30 day of December, 1999.

Pelican Pool Care, Inc.

By:

James C. Bladich

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2° day of December, 1999, by James C. Bladich, as President of Pelican Pool Care, Inc., a Florida corporation, on behalf of the corporation. He is Personally known to me or \square has produced a driver's license as identification and did take an oath.

NOTARY PUBLIC:

Sign

Print

State of Florida at Large

My Commission Expires:

NANCY J. GIBBS MY COMMISSION # CC 657187 EXPIRES: Warch 20, 2000 Bonded Thru Notary Public Underwriters

Pelican Pool Care, Inc.

Consent of Shareholder

Pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, the undersigned, being the holder of all the outstanding shares of stock of **Pelican Pool Care**, Inc. (the "Corporation"), hereby adopts the following resolutions by written consent:

RESOLVED, that the Corporation be dissolved in accordance with the Plan of Complete Liquidation attached hereto (as defined below);

RESOLVED FURTHER, that the form, terms and provisions of the draft Articles of Dissolution attached hereto and the draft Plan of Complete Liquidation (the "Articles of Dissolution" and the "Plan of Complete Liquidation") providing for the dissolution of the Corporation, a copy of each document having been reviewed by the shareholder of the Corporation, are hereby approved and adopted;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and empowered in the name and on behalf of the Corporation, to execute said Articles of Dissolution, to file the same with, or cause the same to be filed by, the Secretary of the Department of State of Florida, such Articles of Dissolution to be substantially in the form approved in the foregoing resolution with such changes in the form as the proper officers of the Corporation may approve to be in the best interest of the Corporation, such approval to be conclusively evidenced by such execution;

RESOLVED FURTHER, that the proper officers and directors of the Corporation are hereby authorized and empowered to execute all such further documents, certificates or instruments, and to take all such further action, as any such officer or director may deem necessary or proper or convenient or desirable to effectuate the dissolution of the Corporation, as conclusively evidenced by the taking of such action or the execution and delivery of such instrument, as the case may be, by or under the direction of any such officer.

EXECUTED this 30 day of December, 1999.

SHAREHOLDERS

Gary R. Bladich

Eleanore M. Bladich

Eleanore M. Bladich