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CAROL S. WAXLER, ESQ.

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Stuart, Florida 34995-0111  
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FILED  
99 JUN 23 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 18, 1999

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Secretary of State  
Division of Corporations  
**Amendment Section**  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Waxler & Smith, Chartered

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Dissolution with regard to the above referenced corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please file the original Articles of Dissolution and return the copy marked with the date and time that the original was filed. I have enclosed a stamped return envelope for your convenience.

If you have any questions, please do not hesitate to contact this office.

Sincerely,

*Pam Phelps*

Pam Phelps, Legal Assistant to  
CAROL S. WAXLER

V. SHEPARD JUN 28 1999

/pp  
enclosures

V. SHEPARD JUN 28 1999

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cc: Ronald B. Smith, Esquire

**ARTICLES OF DISSOLUTION  
OF  
WAXLER & SMITH, CHARTERED**

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TALLAHASSEE, FLORIDA

The name of this corporation is WAXLER & SMITH, CHARTERED (the "Corporation").  
It was organized under the laws of the State of Florida on January 3, 1989.

The Corporation has elected to dissolve pursuant to a special meeting of its shareholders.  
A true copy of the minutes of the special meeting of the shareholders, containing the resolution to dissolve the corporation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on  
August 15, 1998, in Stuart, Florida.

By: \_\_\_\_\_

RONALD B. SMITH, President

ATTEST: \_\_\_\_\_

RONALD B. SMITH, Secretary

**MINUTES OF THE SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
WAXLER & SMITH, CHARTERED  
WITH RESOLUTION TO DISSOLVE CORPORATION**

A special meeting of the shareholders of WAXLER & SMITH, CHARTERED, a Florida corporation, was held at 73 S.W. Flagler Avenue, Stuart, Florida, on August 15, 1998, at 2:00 p.m., pursuant to the waiver of notice attached.

The following shareholders were present, in person or by proxy

Shareholder	Shares	In Person	By Proxy
Carol S. Waxler	500	X	
Ronald B. Smith	500	X	

Carol S. Waxler acted as chairperson and Ronald B. Smith acted as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present, either in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of the Corporation:

WHEREAS, the shareholders, upon recommendation of the directors of the Corporation, have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

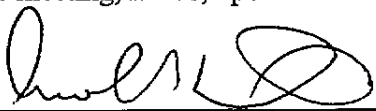
WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

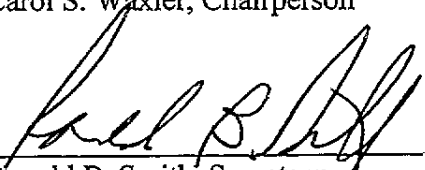
RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to § 333/337 of the Internal Revenue Code and § 607.1401/607.1402 of the Florida Statutes.

2. (For IRC §337 liquidations) The corporation will distribute all of its property and assets during the month of September, 1998.
3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
4. The officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
  - a. executing any and all instruments of conveyance;
  - b. paying all taxes and fees;
  - c. executing all documents required by law to be filed;
  - d. retaining professional advisors; and
  - e. doing all other things necessary or convenient to effect the dissolution of the Corporation.
6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interest in exchange or their shares in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.

  
Carol S. Waxler, Chairperson

  
Ronald B. Smith, Secretary

**WAIVER OF NOTICE OF THE SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
WAXLER & SMITH, CHARTERED**

We, the undersigned, being the sole shareholders of the Corporation, hereby agree and consent that a special meeting of the shareholders of the Corporation be held on the date and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.


We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by any shareholder present threat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

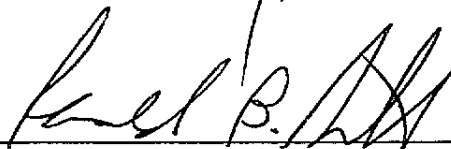
Place of meeting : 73 S.W. Flagler Avenue  
Stuart, Florida 34994

Date of meeting : August 15, 1998

Time of meeting : 2:00 p.m.


Dated: August 1, 1998

  
CAROL S. WAXLER, Shareholder

  
RONALD B. SMITH, Shareholder

**RATIFICATION OF MINUTES OF  
SPECIAL MEETING OF SHAREHOLDERS OF  
WAXLER & SMITH, CHARTERED**

We, the undersigned shareholders of WAXLER & SMITH, CHARTERED, have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting, do hereby sign our names.



CAROL S. WAXLER, Shareholder



RONALD B. SMITH, Shareholder