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FILED

01 JAN -2 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 21, 2000

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VIA CERTIFIED MAIL

Florida Secretary of State
Division of Corporations
Dissolutions Division
Post Office Box 6327
Tallahassee, FL 32314

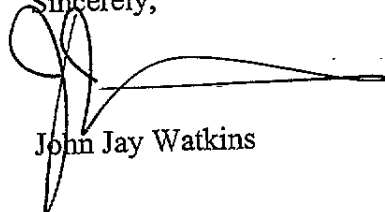
IN RE: Watkins & Ramunni, P.A.

Dear Ladies and Gentlemen:

Enclosed herewith is the original and one copy of the duly executed Articles of Dissolution and Resolution Authorizing Dissolution, along with our firm check in the amount of \$43.75. Please file these with your department and return to me a certified copy thereof.

I have enclosed a self-addressed, stamped envelope for your convenience. Thank you for your assistance in this matter.

Sincerely,



John Jay Watkins

Diss
1-10-01
JWS

/rtd

Enclosures

ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF
WATKINS & RAMUNNI, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is WATKINS & RAMUNNI, P.A., ("Corporation").
2. The Corporation is dissolved by the following resolution of Directors and Shareholders of the Corporation: "RESOLVED, That the Corporation be, and hereby is, dissolved by resolution of its Directors and Shareholders; that the President of the Corporation be, and hereby is, authorized, empowered and directed to cause Articles of Dissolution in appropriate form to be filed with the Secretary of the State of Florida and to take all action which he shall deem necessary or appropriate in order to wind up the affairs of the Corporation and distribute its assets as permitted by and in accordance with the corporation act of Florida; and that the Secretary of the Corporation be, and hereby is, authorized and directed to join in execution of such Articles of Dissolution, and any other documents which the President shall deem necessary or appropriate in order to carry out the intent of the foregoing resolution."
3. The above resolution was unanimously adopted and approved by the Directors and Shareholders of the Corporation on December 27, 2000. The number of shares entitled to vote and required for adoption for the resolution is 100.

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

WATKINS & RAMUNNI, P.A.

By: 
JOHN JAY WATKINS - President

ATTEST:


STEVEN A. RAMUNNI - Secretary

Resolutions of Board of Directors and Shareholders
Authorizing Dissolution of the Corporation

The undersigned, being the holders of all outstanding shares entitled to vote of WATKINS & RAMUNNI, P.A., do hereby adopt the following resolutions and consent to the action to be taken thereby upon written unanimous consent without a meeting pursuant to Section 607.1402 of the Corporation Law of Florida and the By-laws of this Corporation.

RESOLVED, that the shareholders have assessed the present financial condition of the Corporation, upon the recommendation of the Board of Directors, and it is deemed that it is in the best interests of the shareholders of this Corporation that its business be terminated, that the Corporation be dissolved, and that the assets be distributed; and it is hereby further


RESOLVED, that the President and Secretary are hereby authorized to execute and deliver the proper Articles of Dissolution to the Secretary of State of Florida, and it is hereby further

RESOLVED, that the officers of the Corporation are authorized to take any and all other steps prescribed by law to complete the dissolution and wind up the affairs of the Corporation in a proper manner.

SHAREHOLDERS:

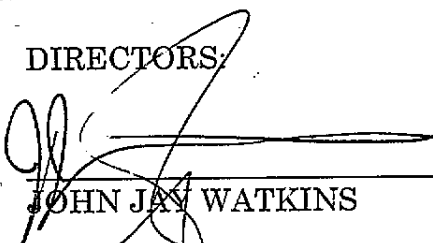


JOHN JAY WATKINS



STEVEN A. RAMUNNI

DIRECTORS:



JOHN JAY WATKINS



STEVEN A. RAMUNNI