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Steven J. Richey, P.A.

Steven J. Richey Attorney & Counselor at Law

May 18, 2004

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32301

Re: Warren Shattuck, Inc.

Dear Sirs:

Enclosed herewith is an original and a duplicate copy of Articles of Dissolution for the above referenced corporation for your consideration and filing if same meets with your approval.

Also enclosed is a check in the amount of \$35.00 representing the filing fee. When filed, I would appreciate your furnishing me with a certified copy of the Articles of Dissolution.

Thank you for your assistance in this matter.

Sincerely,

DONNA D. RICHEY

Legal Assistant to STEVEN J. RICHEY

Donna D. Richyo

DDR/dmh Enclosures

ARTICLES OF DISSOLUTION

Under F.S. 607.1403, this Florida profit corporation submits the following articles of

FIRST:

The name of the corporation is: WARREN SHATTUCK, INC..

SECOND:

The date dissolution was authorized: May 7, 2004

THIRD:

Adoption of Dissolution

[check one]

- Dissolution was approved by the shareholders. The number of votes cast for <u>X</u> dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve: "The number of votes cast for dissolution was sufficient for approval by(voting group)....."]

Signed on May **2**6, 2004.

Warren Shattuck

President