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MACFARLANE FERGUSON & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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June 26, 2000

Clearwater

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

Re: CONNREED CORPORATION

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Voluntary Dissolution of Corporation, together with a check in the amount of \$35 representing filing fees.

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles of dissolution have been properly filed with the Secretary of State.

Thank you for your cooperation in this regard.

Sincerely yours,

Harry S./Clin

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Enclosures -

cc: Mr. and Mrs. Frederick W. Tripp

ARTICLES OF VOLUNTARY DISSOLUTION OF CORPORATION

STATE OF FLORIDA COUNTY OF PINELLAS

We, the undersigned President and Secretary of CONNREED CORPORATION, a corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Florida Statute 607.1403 (1989), in relation to the voluntary dissolution of a corporation, make and attest these Articles of Dissolution and attach hereto the written consent of the Shareholders of CONNREED CORPORATION for dissolution and certify as follows:

- 1. The name of the Corporation is CONNREED CORPORATION. The Articles of Incorporation of said Corporation were filed in the office of the Secretary of State of Florida on the 23RD day of October, 1989. Said Corporation desires to dissolve.
- 2. The names and addresses of the Officers and Directors of the Corporation are as follows:

Frederick W. Tripp

10190 Imperial Point Drive

Unit W#7

Largo, FL 33774

Mildred Tripp

10190 Imperial Point Drive

Unit W#7

Largo, FL 33774

Norman R. Tripp

39 Enmore Street Andover, MA 01810

Pamela Jane Tripp-Melby

5416 Huntington Parkway Bethesda, MD 20814

- 3. All_debts, obligations and liabilities of the Corporation have been paid, discharged or adequate provision has been made therefor.
- 4. All remaining property and assets of the Corporation have been distributed among the Shareholders in accordance with their respective rights and interests.

- 5. There are no actions pending against the Corporation in any court.
- 6. The Board of Directors and Shareholders of said Corporation in a meeting duly held and called for that purpose on the 1st day of June, 2000, at the offices of Macfarlane Ferguson & McMullen, notice of such meeting being duly waived by each and all of the Directors and Shareholders by written waiver in writing and forming a part of the Minutes of said meeting, did, by unanimous vote of the whole Board and all Shareholders, adopt the following resolutions:

RESOLVE that in the judgment of this Board of Directors it is deemed desirable and advisable to dissolve this Corporation; and

BE IT FURTHER RESOLVED, that the President and Secretary execute Articles of Dissolution showing the adoption of these resolutions and that they also attest the written consent of the Shareholders of the Corporation that the Corporation be dissolved and execute and verify all of the statements required by law to dissolve said Corporation pursuant to the provisions of Florida Statutes; and

THAT the President and Secretary cause such Articles of Dissolution to be filed in the office of the Secretary of State; and

THAT the Officers and Directors of the Corporation take such further action as may be required to effectuate the dissolution of the Corporation and to wind up its business and affairs pursuant to provisions of Florida Statutes.

AND WHEREUPON, at said meeting, the owners and holders of the entire issued and outstanding stock of the Corporation did signify their consent, in writing, that such Corporation be dissolved by signing and executing the consent, which is affixed hereto and forms a part hereof.

IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution this 5% day of June, 2000.

In the Presence of

- CONNREED CORPORATION

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redence W. Jupp (SEAL

Secretary / Treasurer 70 DL# 57610-259-117-043-0

STATE OF FLORIDA COUNTY OF PINELLAS

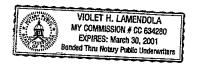
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FREDERICK W. TRIPP, to me personally known or who has produced Thinks Income as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 5th day of ______, 2000.

Notary Public

Print Name Violet H. Lamendola

My Commission Expires:



CONSENT TO DISSOLVE

The undersigned, as the only Shareholders of CONNREED CORPORATION, hereby consent to the action taken by the Board of Directors resolving to dissolve CONNREED CORPORATION.

Dated this $_{-} \int_{-}$ day of June, 2000.

Mildred Tripp Shareholder Thedenik W. Tripp

Shareholder

The undersigned, being all of the Directors of CONNREED CORPORATION, acknowledge their written consent to the action taken by the Board of Directors to dissolve CONNREED CORPORATION.

Dated this ____ day of June, 2000.

Frederick W. Tripp, Director