

L60762

SHELLING & COTTER, P.A.

Attorneys at Law

Jeffrey S. Schelling, Esq.
Timothy J. Cotter, Esq.

999 9th Street South, Suite 103
Naples, Florida 34102
Tel (941) 262-1796
Fax (941) 435-0300

April 28, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002569082

-06/23/98--01001--025

*****87.50 *****87.50

Re: Palm Coast Roofing, Inc.

Gentlemen:

Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Dissolution of Corporation
2. Check made payable to the Florida Secretary of State in the amount of Eighty-Seven Dollars and Fifty Cents (\$87.50) for the following:

A.	Filing Fee	\$ 35.00
B.	Certified copy of Articles	52.50

Total	\$ 87.50
-------	----------

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,



Jeffrey S. Schelling

Enclosures

Dissolution

6/23/98

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 30 AM 11:13

SCHELLING & COTTER, P.A.

Attorneys at Law

Jeffrey S. Schelling, Esq.
Timothy J. Cotter, Esq.

999 9th Street South, Suite 103
Naples, Florida 34102
Tel (941) 262-1796
Fax (941) 435-0300

April 28, 1998

Secretary of State
Division of Corporations
ATTN: Susan Payne
P.O. Box 6327
Tallahassee, Florida 32314

Re: Palm Coast Roofing, Inc.
E.B. Roofing, Inc.

Dear Susan:

As per our telephone conversation I am returning these documents to you for filing. Please afford them the original filing date. The documents are styled "Articles of Dissolution and Minutes of Special Meeting" I believe that they can be filed with your office. Therefore enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Dissolution of Corporation
2. Check made payable to the Florida Secretary of State in the amount of Eighty-Seven Dollars and Fifty Cents (\$87.50) for the following:

A.	Filing Fee	\$ 35.00
B.	Certified copy of Articles	52.50

Total	\$ 87.50
-------	----------

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,



Jeffrey S. Schelling

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

Jeffrey S. Schelling
Schelling & Cotter, P.A.
999 9th St., South, Suite 103
Naples, FL 34102

SUBJECT: PALM COAST ROOFING, INC.
Ref. Number: L60762

We have received your document for PALM COAST ROOFING, INC. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 098A00030494

ARTICLES OF DISSOLUTION

and

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS OF

Palm Coast Roofing, Inc.,

An Special meeting of the Board of Directors and Shareholders of the Corporation was held on April 28, 1998 at 2 p.m. at the law offices of Schelling & Cotter, P.A., 999 9th Street South, Suite 103, Naples, Florida 34102.

At least fifty-one percent of the Directors and Shareholders being present, and a quorum being established, the meeting was called to order by the Chairman. The Chairman advised that the meeting was called to appoint Directors, approve and adopt a Plan of Dissolution and Liquidation. A copy of the Plan of Dissolution and Liquidation was presented to those present and upon motion duly made, seconded and unanimously carried, it was:

DIRECTED that, Steven R. Graydon, having received notice did attend meeting in person.

FURTHER, Steven R. Graydon was appointed Chairman.

RESOLVED, that the Plan of Dissolution and Liquidation presented to the meeting is hereby approved and adopted by the Board of Directors, that a copy of the Plan of Dissolution and Liquidation shall be appended to these minutes, and it is further

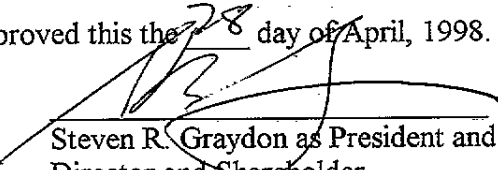
RESOLVED, that the Plan of Dissolution and Liquidation presented to the meeting be, and the same is hereby approved and adopted by the Shareholders, and the corporation shall be dissolved pursuant to said plan. The Plan of Dissolution and Liquidation was then voted upon. The chairman thereupon announced that a majority of all of the outstanding shares of the corporation voted for such resolution and that, therefore, such resolution was duly adopted by the shareholders.

RESOLVED, that the signing of the minutes by the Directors shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

RESOLVED, that as of this date there is one known alleged debt of an outstanding obligation of Palm Coast Roofing, Inc., and that a notice to the alleged outstanding creditor will be sent.

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

Approved this the 28 day of April, 1998.


Steven R. Graydon as President and
Director and Shareholder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 AM 11:13