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September 26, 2002

Florida Dept. of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: **P.R.F. PROPERTIES, INC.**

4000008101804--2
-09/30/02--01058--003
*****43.75 *****43.75

To Whom It May Concern:

Enclosed herein please find the following:

1. Articles of Dissolution.
2. Unanimous Consent of Shareholders dated September 24, 2002.
3. Check in the amount of \$43.75 representing \$35.00 to cover the filing fee of the Articles of Dissolution and \$8.75 for Certificate of Status (after dissolution).

With kindest regards, I am,

Sincerely yours,


J. HARRIS COOK

JHC/rb
Enclosures

FILED
SEP 30 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Valdis
T. Lewis 10/1/02

**ARTICLES OF DISSOLUTION
OF
P.R.F. PROPERTIES, INC.**

FILED
02 SEP 30 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation to be dissolved is **P.R.F. PROPERTIES, INC.**

ARTICLE II.

The date of issuance of the Certificate of Incorporation of **P.R.F. PROPERTIES, INC.** was June 4, 1990.


ARTICLE III.

100% of the shareholders of **P.R.F. PROPERTIES, INC.** have given their written consent to the dissolution of **P.R.F. PROPERTIES, INC.**

ARTICLE IV.

The authorized date of the dissolution is upon filing of the Articles of Dissolution by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, representing all of the shareholders of **P.R.F. PROPERTIES, INC.** have set their hands and seals this 24th day of September, 2002, at Port Richey, Florida.



(SEAL)
**Roland D. Waller as Personal Representative
of the Estate of Lewis R. Stillwagon (President)**



(SEAL)
Merry L. Meredith (Secretary)

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, Roland D. Waller as Personal Representative of the Estate of Lewis R. Stillwagon, deceased former President of P.R.F. Properties, Inc., who is personally known to me, and representing 50% of the shareholders of P.R.F. Properties, Inc., a Florida Corporation, and he acknowledged before me that he executed the foregoing Articles of Dissolution for the reasons therein expressed, this 10th day of September, 2002.



N. Carleen Plaster
(Print, type or stamp name of Notary)
(Commission Number and Expiration Date)

STATE OF MICHIGAN
COUNTY OF CRAWFORD

BEFORE ME, the undersigned authority, personally appeared, Merry L. Meredith, Secretary of P.R.F. Properties, Inc., who is personally known to me or who has produced Drivers License as identification, and representing 50% of the shareholders of P.R.F. Properties, Inc., a Florida Corporation, and she acknowledged before me that she executed the foregoing Articles of Dissolution for the reasons therein expressed, this 24th day of September, 2002.

LUANNE MARIE SHIRKEY
Notary Public, Crawford County, MI
My Commission Expires Apr. 12, 2007

NOTARY PUBLIC:

Luanne Marie Shirkey
(Print, type or stamp name of Notary)
(Commission Number and Expiration Date)

PREPARED BY:
J. HARRIS COOK, Esquire
Florida Bar Number: 133564
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, Florida 34668
Telephone: (727) 842-9105

UNANIMOUS CONSENT ACTION OF THE
SHAREHOLDERS OF P.R.F. PROPERTIES, INC.

The undersigned, being all of the owners of all of the issued and outstanding shares of P.R.F. PROPERTIES, INC., a Florida corporation (the "Company"), pursuant to Section 607.1402(6) of the Florida Business Corporation Act (the "Act") unanimously agree, adopt, consent to, and order the following corporate actions under §607.0704 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to dissolve its existence.

NOW, THEREFORE:

BE IT RESOLVED, that the dissolution of the Company is hereby authorized and that the officers on behalf of the Company are authorized to dissolve the Company and to do those things deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, on advice of counsel or otherwise, as they deem necessary and appropriate to consummate the dissolution of the Company; and

BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are authorized and directed to submit the ARTICLES OF DISSOLUTION for P.R.F. Properties, Inc. to proper Florida governmental authority; and

BE IT FURTHER RESOLVED, that the Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to any governmental authority and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

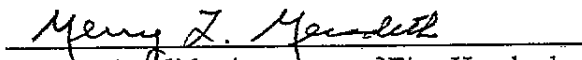
IN WITNESS WHEREOF, the undersigned, as all of the shareholders of all of the issued and outstanding shares of stock P.R.F. Properties, Inc., execute the foregoing corporate action for the purpose of giving their consent to it as of this 24th day of September, 2002.



Roland D. Waller, as Personal Representative of the Estate of Lewis R. Stillwagon, the owner of Five Hundred (500) of the One Thousand (1,000) authorized shares, being a fifty (50%) shareholder.



LUANNE MARIE SHIRKEY
Notary Public, Crawford County, MI
My Commission Expires Apr. 12, 2007



Merry Meredith, the owner of Five Hundred (500) of the One Thousand (1,000) authorized shares, being a fifty (50%) shareholder.