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*ALSO ADMITTED IN ALABAMA

April 16, 2001

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

RE: Dissolution of RD & Associates, L.L.C.. (the "Company")

Dear Sir:

I am enclosing the original and one copy of the Article of Dissolution in connection with the liquidation of the above referenced Company, as well as the resolution passed in regard thereto. I am also enclosing our firm check in the amount of \$43.75 to cover the cost of dissolving the Company in question. If you need any further documentation in order to dissolve the Company, please let me know. If you do not and if you find the enclosures in order, it would be appreciated if you would take the necessary steps to formally dissolve the Company. If you have any questions or problems concerning this matter, please call me collect or in my absence my secretary, Linda. Thereafter, please provide this office with a certificate evidencing that the Company has been dissolved.

Sincerely yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.



William Scott Foster

WSF/lmw/Dissolve.ltr

Enclosures

cc: Raymond H. McAllister

L98-3065
JR

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*ALSO ADMITTED IN ALABAMA

May 30, 2001

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

RE: Dissolution of RD & Associates of NW FL, L.L.C.. (the "Company")

Dear Sir:

Pursuant to your letter of May 7, 2001, a copy of which is enclosed for your ease of reference, am enclosing the original and one copy of the Article of Dissolution in connection with the liquidation of the above referenced Company, as well as the resolution passed in regard thereto. Our firm check in the amount of \$43.75 to cover the cost of dissolving the Company in question has already been received by your office. If you need any further documentation in order to dissolve the Company, please let me know. If you do not and if you find the enclosures in order, it would be appreciated if you would take the necessary steps to formally dissolve the Company. If you have any questions or problems concerning this matter, please call me collect or in my absence my secretary, Linda. Thereafter, please provide this office with a certificate evidencing that the Company has been dissolved.

Sincerely yours,

ANCHORS, FOSTER, MCINNIS & KEEFE P.A.


William Scott Foster

WSF/lmw/Dissolve.ltr

Enclosures

cc: Raymond H. McAllister

FILED
01 JUN -4 PM 3:55
RECEIVED
01 JUN -4 AM 9:06
DIVISION OF CORPORATIONS

L98-3065



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2001

RD & ASSOCIATES, L.L.C.
WILLIAM SCOTT FOSTER
909 MAR WALT DRIVE, SUITE 1014
FORT WALTON BEACH, FL 32547-6711

SUBJECT: RD & ASSOCIATES, L.L.C.

We have received your document for RD & ASSOCIATES, L.L.C. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by this name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 501A00026888

FILED
01 JUN -4 PM 3:50
TALLAHASSEE, FL
RECEIVED

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

ARTICLES OF DISSOLUTION

1. The name of this limited liability company is RD & Associates of NW FL, L.L.C., a Florida limited liability company (the "Company").

2. The effective date of the Company's dissolution is the 16th day of April, 2001.

3. The names and respective addresses of the officers of the Company are:

Managing Member	Raymond H. McAllister 705 N. Beal Parkway Fort Walton Beach, Florida 32547
-----------------	--

Managing Member	Douglas B. Hixson 705 N. Beal Parkway Fort Walton Beach, Florida 32547
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4. The names of all the members of the Company are Raymond H. McAllister and Douglas B. Hixson and their collective mailing address for purposes hereof is 705 N. Beal Parkway, Fort Walton Beach, Florida 32547.

5. All debts, liabilities and other obligations of the Company have been paid or discharged.

6. After applying the property and assets of the Company to the payment of its debts, liabilities and other obligations, and the remaining property and assets of the Company have been distributed to the following members in the following proportions in accordance with their respective rights and interests:

FILED
CLERK OF DISTRICT COURT
JUL 16 2001
FORT WALTON BEACH, FLORIDA

MEMBER

PERCENTAGE INTEREST

Raymond H. McAllister	50%
Douglas B. Hixson	50%

7. There are no actions or suits pending against the Company in any Court.

8. A copy of the resolution to dissolve the Company adopted by all the members of the Company is attached.

Signatures of the Members having the same percentage of membership interests necessary to approve this dissolution are set forth below:

WITNESSES:
L.L.C.

RD & Associates of NW FL,

[Signature]
Print Name: William Scott Foster

By: [Signature]
Raymond H. McAllister
Managing Member

[Signature]
Print Name: Linda McAllister

[Signature]
Print Name: William Scott Foster

[Signature]
Douglas B. Hixson
Managing Member

[Signature]
Print Name: Linda McAllister

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared Raymond H. McAllister and Douglas B. Hixson, all Members of the Company, and such persons acknowledged before me that such persons executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 16th day of April, 2001.

WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. exp. June 2, 2004
Comm. No. CC921459

[Signature]
Notary Public
My Comm. expires:
WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. exp. June 2, 2004
Comm. No. CC921459

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CERTIFICATE

We do hereby certify that we are all the members of RD & Associates of NW FL, L.L.C., a Florida limited liability company (the "Company") and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by all Members of the Company in connection with the complete liquidation of the Company under the laws of its state of incorporation.

WITNESS our hands and seals this 25th day of

January, 2001.


Douglas B. Hixson - Member

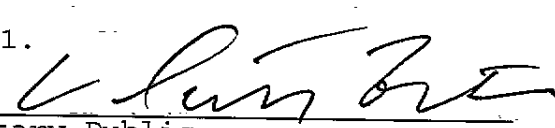

Raymond H. McAllister - Member

STATE OF Florida

COUNTY OF Orange

Before me personally appeared Douglas B. Hixson and Raymond H. McAllister, all the Members of the Company, and such persons acknowledged before me that such persons executed the foregoing instrument on behalf of such Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25th day of January, 2001.


Notary Public
My Commission Expires:

WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. exp. June 2, 2004
Comm. No. CC921459

EXHIBIT "A"

PLAN OF LIQUIDATION
(Unanimous Written Consent of
All Members)

COMPANY: RD & Associates of NW FL, L.L.C., a Florida
limited liability company (the "Company")

DATE: Effective January 24, 2001

The undersigned, being all the Members of the Company, do hereby
unanimously consent and approve the following resolutions, all
effective as of the date set forth above:

RESOLVED, that the Company shall be liquidated and dissolved in
accordance with the following plan of complete liquidation
(herein called the "Plan") to be finalized in all events by
December 31st of this year.

1. The Managing Members of the Company (collectively the
"Authorized Officers") shall be authorized and empowered to sell
or otherwise liquidate any and all of the assets of the Company
which, in such officers' reasonable judgment, should be sold or
liquidated to facilitate the liquidation of the Company, which
sale shall take place by December 31st of this year (if at all).

2. Prior to the final liquidation of the Company:

(a) All then known debts, obligations and liabilities of the
Company which can then be paid shall be paid, or the payment
thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include
but shall not be limited to, (i) expenses incident to the
conduct and winding up of the business and affairs of the
Company, (ii) expenditures or allowances made or incurred
incident to the sale, liquidation or distribution of the
assets of the Company, and (iii) attorneys' and accountants'
expenses.

(b) After, and only after, paying or providing for the pay-
ment of said debts, liabilities and obligations, there shall
be distributed, from time to time as determined and
authorized by the Members of the Company, the remaining
assets of the Company to the Members in proportion to their
respective membership ownership.

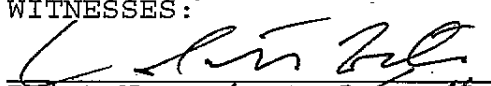
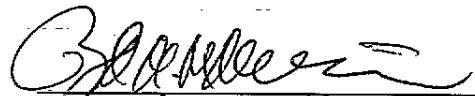
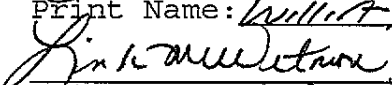
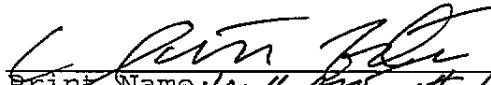

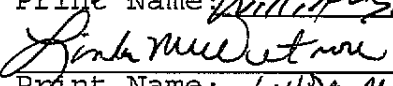
3. The Members of the Company shall be authorized and empowered
to correct any defect or supply any omission in the Plan and
reconcile any inconsistency or conflict in the Plan.

EXHIBIT "A"

4. Upon the distribution of the remaining assets of the Company pursuant to the Plan, the Company shall be dissolved pursuant to the laws of the state in which the Company was established (which dissolution shall take place on or before December 31st of this year).

5. The Authorized Officers of the Company shall be authorized, empowered and directed in the name and on behalf of the Company, and under its seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the Authorized Officers of the Company to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the Authorized Officers may deem necessary or appropriate to consummate any sale of any assets of the Company, or to effectuate or carry out the Plan or to effect the dissolution of the Company.

WITNESSES:

 Print Name: <u>William F. Scott Foster</u>	 Raymond H. McAllister - Managing Member
 Print Name: <u>Linda M. Wetmore</u>	
 Print Name: <u>William F. Scott Foster</u>	 Douglas B. Hixson - Managing Member
 Print Name: <u>Linda M. Wetmore</u>	

FILED

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SECRETARY