

L98030

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October 1, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****43.75 *****43.75

RE: C. L. ELIAS CONSTRUCTION, INC.
(A "C" corporation for Federal Tax purposes.
incorporated September 6, 1990)
(Dissolution voted and approved 9/24/01)
and
C. L. ELIAS CONSTRUCTION, INC.
(A "Subchapter S" corporation for Federal Tax
purposes, with Articles of Incorporation dated 10/1/01)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed please find the Articles of Dissolution of the above-referenced profit corporation, the dissolution of which was unanimously voted and approved by the sole shareholder Christi L. Elias on September 24, 2001.

Enclosed is my Trust Account check in the amount of \$43.75, representing:

Dissolution Filing Fee	\$35.00
Certified Copy	8.75
Total	\$43.75

Also enclosed are an original and one copy of the new Articles of Incorporation for the above-reference entity, dated October 1, 2001, which intends to elect "Subchapter S" status for Federal Tax purposes, together with an Affidavit of Christi L. Elias, the sole shareholder of both the dissolved "C" corporation and the new corporation, stating, under oath, that she does not intend to revoke the dissolution of the "C" corporation, and consenting to the re-incorporation of the new corporation using the name "C.L. ELIAS CONSTRUCTION, INC." Also enclosed is another Trust Account

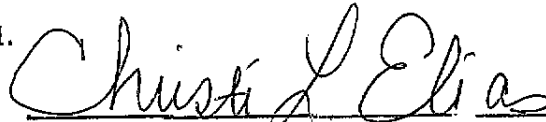
VOIDS
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ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

- FIRST: The name of the corporation is: C. L. ELIAS CONSTRUCTION, INC.
- SECOND: The date dissolution was authorized was September 24, 2001.
- THIRD: Adoption of Dissolution: Dissolution was approved by the sole shareholder, Christi L. Elias, who voted her 100% ownership of shares of the corporation in favor of dissolution.

Signed this 1st day of October, 2001.


CHRISTI L. ELIAS, President/Sole Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA