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Richard E. Clark

M96838

Telephone: (561) 842-4868
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August 27, 1997

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

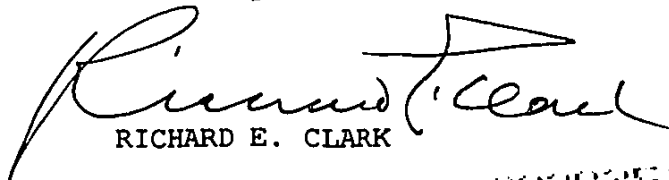
Re: MITCHELL PROPERTIES, INC.

Dear Sir/Madam:

Enclosed is the signed original and one copy of the Articles of Dissolution of the above-referenced corporation. We have also enclosed a check in the amount \$35.00 for the filing fee. Please return a file stamped copy to this office in the self-addressed envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to contact us.

Sincerely,


RICHARD E. CLARK

/kac
Enclosures

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03/02/97--01104--014
*****35.00 *****35.00

Diss
LF 9-15-97

~~*789,566,521,671*~~

FILED
97 SEP 15 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1997

Richard E. Clark, Esquire
Post Office Box 14637
North Palm Beach, FL 33408

SUBJECT: MITCHELL PROPERTIES, INC.
Ref. Number: M96838

We have received your document for MITCHELL PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Shareholder consent must be attached.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 397A00044907

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.0704 OF THE
FLORIDA GENERAL CORPORATION ACT**

FILED
97 SEP 15 PH 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0704 of the Florida General Corporation Act, the undersigned corporation files the following Article of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is **MITCHELL PROPERTIES, INC.**
2. The names and respective addresses of its Officers are:

President: Jane Mitchell
19750 Beach Road, #301
Tequesta, FL 33469

Vice President: Allen Mitchell
111 E. Dewey
Sapulpa, OK 74066

Secretary: Jeffery Bland
19750 Beach Road, #301
Tequesta, FL 33469

Treasurer: Glen Mitchell
717 Putter Drive
Fort Worth, TX 76112

3. The names and addresses of its Directors are:

Jane Mitchell
19750 Beach Road, #301
Tequesta, FL 33469

Allen Mitchell
111 E. Dewey
Sapulpa, OK 74066

Glen Mitchell
717 Putter Drive
Fort Worth, TX 76112

4. All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made therefor.

5. All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any court.

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7. The dissolution of the Corporation shall be effective on September 1, 1997.
8. A statement of Consent to Dissolve the Corporation is attached hereto.

MITCHELL PROPERTIES, INC.



JANE MITCHELL, President

STATEMENT OF CONSENT TO DISSOLVE
MITCHELL PROPERTIES, INC.
BY WRITTEN CONSENT OF ALL OF ITS SHAREHOLDERS

Pursuant to the provisions of Section 607.0704 of the Florida General Corporation Act, the undersigned, constituting all of the shareholders of Mitchell Properties, Inc., hereby submits the following statement of intent to dissolve the Corporation upon written consent of its shareholders.

1. The name of the Corporation is MITCHELL PROPERTIES, INC.
2. All of the shareholders of the Corporation being a party hereto, consents to the dissolution of the Corporation, and the distribution of all of its assets subject to all of its liabilities to its shareholders.

MITCHELL PROPERTIES, INC.


JANE MITCHELL


ALLEN MITCHELL


GLEN MITCHELL