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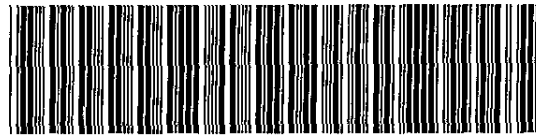
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TALLAHASSEE, FL

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dis-

G. O'Connell DEC 30 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 115457 7121665

AUTHORIZATION : *Patricia Piguit*

COST LIMIT : \$ 35.00

ORDER DATE : December 30, 2004

ORDER TIME : 10:15 AM

ORDER NO. : 115457-005

CUSTOMER NO: 7121665

CUSTOMER: Jack G. Hand
Jack G. Hand, Jr., P.a.
Suite 1517
200 W. Forsyth Street
Jacksonville, FL 32202

DOMESTIC FILINGS

NAME: BASEBALL HEAVEN, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT# 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF DISSOLUTION
OF
BASEBALL HEAVEN, INC.**

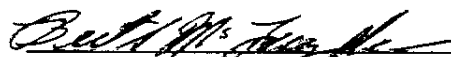
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04 DEC 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASEBALL HEAVEN, INC., hereby submits the following Articles of Dissolution pursuant to the provisions of Sections 617.402 and 617.1403, Florida Statutes:

1. The name of the corporation is BASEBALL HEAVEN, INC. (the "corporation").

2. A resolution to dissolve this corporation was adopted by a unanimous written consent of the members of the corporation on December 29, 2004, and the written consent was executed in accordance with Section 617.0701, Florida Statutes. The number of votes in the unanimous written consent is sufficient for approval of dissolution.

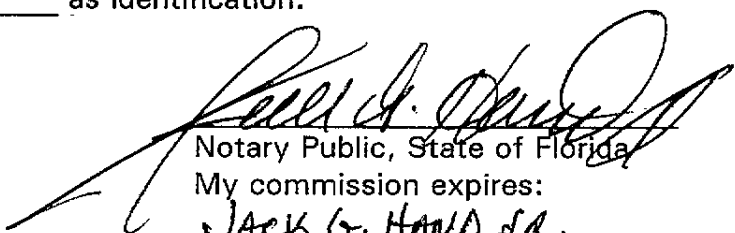
3. The action of the members in adopting the resolution to dissolve was taken pursuant to a resolution adopted by the Board of Directors of the corporation recommending dissolution of the corporation.



BERT S. MCLAUGHLIN, President of
BASEBALL HEAVEN, INC.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of December, 2004, by Bert S. McLaughlin, as President of BASEBALL HEAVEN, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or produced _____ as identification.



Notary Public, State of Florida

My commission expires:

JACK G. HAND, JR.

Typed or Printed Name of Notary



Jack G. Hand, Jr.
MY COMMISSION # DD199777 EXPIRES
May 10, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

**AUTHENTICATION OF PLAN OF
DISTRIBUTION OF ASSETS OF BASEBALL HEAVEN, INC.
AND CERTIFICATE OF COMPLIANCE**

AUTHENTICATION

The undersigned president of BASEBALL HEAVEN, INC., a Florida corporation not for profit (the "Corporation") certifies that the attached Plan of Distribution of Assets of Baseball Heaven, Inc. is a true and accurate copy of the Plan of Distribution of Assets of Baseball Heaven, Inc. recommended by a resolution of the Board of Directors of the Corporation, and adopted by the unanimous approval of a resolution by the members on December 29, 2004.

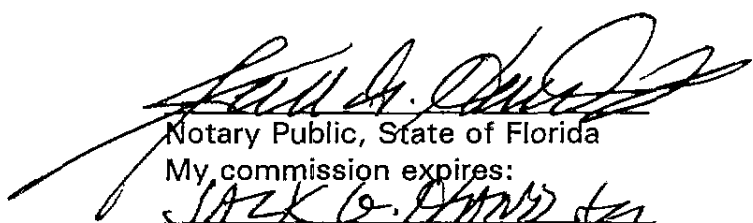
CERTIFICATION

The undersigned president of BASEBALL HEAVEN, INC. certifies that the Plan of Distribution of Assets of Baseball Heaven, Inc. attached hereto and by this reference made a part hereof, was recommended by the Board of Directors of the Corporation and was adopted and approved by the members of the Corporation in accordance with the provisions of Section 617.1406(1), Florida Statutes


Bert S. McLaughlin, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of December, 2004, by Bert S. McLaughlin, who is personally known to me or produced _____ as identification.


Notary Public, State of Florida

My commission expires:

JACK G. HAND JR
Typed or Printed Name of Notary

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Jack G. Hand, Jr.
MY COMMISSION # DD199777 EXPIRES
May 10, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

PLAN OF DISTRIBUTION OF ASSETS OF BASEBALL HEAVEN, INC.

The following plan of distribution of assets was recommended and adopted by unanimous vote of the Board of Directors of BASEBALL HEAVEN, INC. (the "Corporation") and the written plan submitted to the members (who, pursuant to the Articles of Incorporation of BASEBALL HEAVEN, INC. are the directors of the Corporation). Those members unanimously adopted the Plan of Distribution of Assets.

PLAN

1. All liabilities and obligations of the Corporation are to be paid and discharged, or adequate provisions be made therefor. These liabilities and obligations shall include, but not be limited to, liabilities and obligations incurred by members of the Corporation, whether secured or unsecured, to provide working capital for the Corporation and to finance improvements to property of the Corporation (including real property owned by the Corporation).
2. There are no assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, and therefore no such assets need be returned, transferred or conveyed in accordance with such requirements.
3. There are no assets held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes (but not held upon a condition requiring their return, transfer, or conveyance by reason of the dissolution) and therefore no assets need to be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the Corporation.
4. There are no provisions in the Articles of Incorporation or Bylaws of this Corporation determining the distributive rights of members, or any class or classes of members, or providing for distribution to others and, consequently, there is no need for the Corporation to make such distributions.
5. The remaining assets, if any, shall be distributed to Brenda B. McLaughlin and Bert S. McLaughlin in recognition of their years as volunteer workers, without compensation, at the facilities of the Corporation, and their use of their personal credit, including use of their personal assets as security for loans, in order to provide working capital for the Corporation and improvements to the property of the Corporation.