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JUDICIAL DEPT. OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 942689 6457A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 43.75

ORDER DATE : December 22, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 942689-005

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CUSTOMER NO: 6457A

CUSTOMER: Alexander J. Ombres, Esq
Arnold Matheny & Eagan, P.a.
P. O. Box 2967

Orlando, FL 32802-2967

DOMESTIC FILINGS

NAME: THE FRIENDS ACADEMY CENTER
FOR EARLY CHILDHOOD
DEVELOPMENT, INC.

XX ARTICLES OF DISSOLUTION

*P135
12-26-00
PMS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

SHOULD BE LONGER
EXT# 1104

EXAMINER'S INITIALS: _____

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DECEMBER

ARTICLES OF DISSOLUTION
BY DIRECTORS OF
THE FRIENDS ACADEMY CENTER FOR EARLY
CHILDHOOD DEVELOPMENT, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to provisions of Section 617.140(2) of the Florida Statutes, the undersigned board of directors of the corporation hereinafter named, adopt the following articles of dissolution:

1. The name of the corporation is The Friends Academy Center for Early Childhood Development, Inc.
2. The corporation has no members.
3. The Board of Directors comprise of three (3) members unanimously approved the resolution for the dissolution of the corporation at a meeting called on the 17th day of December, 2000.
4. The plan of distribution of assets adopted pursuant to Florida Statutes 617.140(6) is attached hereto and was unanimously adopted by the Board of Directors on the 17th day of December, 2000.

Dated this 17th day of December, 2000.


TIMOTHY B. WEST


JOHN ATKINS


CONNIE CENTERS

ALL DIRECTORS

PLAN OF DISTRIBUTION
FOR
THE FRIENDS ACADEMY CENTER FOR
EARLY CHILDHOOD DEVELOPMENT, INC.

Pursuant to Section 617.1406(2) of the Florida Statutes, the following plan of distribution of assets and assumption of liabilities was unanimously adopted by all three (3) members of the Board of Directors at a meeting called on the 17th day of December, 2000 and approved the following plan:

1. All of the obligations set forth on Exhibit "A" has been agreed to be assumed by The Friends Academy of Florida, Inc. which is an exempt organization described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986.

2. All of the assets set forth on Exhibit "B" attached hereto shall be transferred to The Friends Academy of Florida, Inc., an exempt organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 as required pursuant to Article VII of the corporation's Articles of Incorporation.

Executed this 17th day of December, 2000.


TIMOTHY B. WEST


JOHN ATKINS


CONNIE CENTERS

ALL DIRECTORS

CERTIFICATE OF COMPLIANCE

The above referenced Plan of Distribution was unanimously adopted by the Board of Directors at a meeting called on the 17th day of December, 2000 and was in compliance with Section 617.1406(2) of the Florida Statutes.


TIMOTHY B. WEST
Chairman of the Board of Directors

LIABILITIES OF THE FRIENDS ACADEMY CENTER
FOR EARLY CHILDHOOD DEVELOPMENT, INC.

Notes payable due investors	\$23,819.84
Note payable due Goldie Weitzel	\$ <u>4,266.42</u>
Total:	<u>\$28,086.26</u>

EXHIBIT "A"

LIST OF ASSETS TO BE TRANSFERRED FROM THE FRIENDS
ACADEMY CENTER FOR EARLY CHILDHOOD DEVELOPMENT,
INC. TO FRIENDS COMMUNITY CHURCH, INC.

Miscellaneous office furniture and equipment.

Miscellaneous computers and other technology related equipment.

Miscellaneous playground equipment.

Miscellaneous school furniture and equipment.

Miscellaneous kitchen equipment.

EXHIBIT "B"