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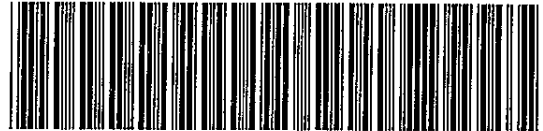
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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Ps 12/1/03

LAW OFFICES OF  
**GOULD, COOKSEY, FENNELL,  
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)  
BYRON T. COOKSEY  
DARRELL FENNELL  
EUGENE J. O'NEILL\*  
CHRISTOPHER H. MARINE  
DAVID M. CARTER  
TODD W. FENNELL, LL.M.

979 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963  
TELEPHONE: (772) 231-1100  
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TROY B. HAFNER, LL.M.\*\*  
SUSAN L. CHENAULT  
BRIAN J. CONNELLY  
SANDRA G. RENNICK  
T. GREG REYMAN, II, LL.M.

OF COUNSEL  
SAMUEL A. BLOCK

\*FL. BOARD CERTIFIED  
CIVIL TRIAL AND BUSINESS LITIGATION

\*\*FL. BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES

December 18, 2003

**By Federal Express**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Gifts for Execs, Inc.

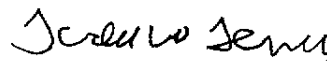
Ladies and Gentlemen:

Enclosed please find the original and one copy of each of the following documents:

1. Articles of Dissolution for Gifts for Execs, Inc.
2. Plan of Dissolution and Liquidation for Gifts for Execs, Inc.
3. Joint Written Action of the Board of Directors and Shareholders of Gifts for Execs, Inc.

Also enclosed is this firm's check in the amount of \$35.00 for the filing fee. When the Articles of Dissolution, Plan of Dissolution and Liquidation and Joint Written Action of the Board of Directors and Shareholders are filed, please return one copy of the filed documents in the self-addressed, stamped envelope provided.

Sincerely,



Todd W. Fennell

TWF:ac  
enclosures

cc: Barbara K. Gerstell

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**ARTICLES OF DISSOLUTION PURSUANT TO §607.1403  
FLORIDA STATUTES FOR  
GIFTS FOR EXECS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Florida Department of State  
Tallahassee, FL 32314

Pursuant to the provisions of §607.1403, Florida Statutes, GIFTS FOR EXECS, INC., a Florida corporation (hereinafter referred to as the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is GIFTS FOR EXECS, INC.
2. The names and addresses of the Officers of the Corporation are:

<u>Name</u>	<u>Address</u>
Barbara K. Gerstell, President	1538 Sabal Court Vero Beach, FL 32963
Barbara K. Gerstell as Personal Representative of the estate of William Barclay, (deceased). Vice President	1538 Sabal Court Vero Beach, FL 32963

3. The names and addresses of the Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Barbara K. Gerstell	1538 Sabal Court Vero Beach, FL 32963
Barbara K. Gerstell as Personal Representative of the estate of William Barclay, (deceased).	1538 Sabal Court Vero Beach, FL 32963

4. Dissolution was authorized on October 21, 2003.
5. The number of votes cast for dissolution was sufficient for approval.
6. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.
7. All the remaining property and assets of the Corporation have been distributed to the

shareholders in accordance with their respective rights and interests.

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

9. The Corporation elected to dissolve by act of the Corporation, a resolution to dissolve having been duly adopted by the directors and shareholders on October 21, 2003. A copy of the resolution is attached to these Articles of Dissolution.

Dated: Dec 9, 2003.

Barbara K. Gerstell  
BARBARA K. GERSTELL, President

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME personally appeared BARBARA K. GERSTELL who is personally known to me and who executed the foregoing instrument as President of GIFTS FOR EXECES, INC., a Florida corporation, and who acknowledged to and before me that he executed such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 9th day of December 2003.

Delta L Jordan  
Notary Public, State of Florida. My  
commission expires:



Delta L. Jordan  
MY COMMISSION # CC917525 EXPIRES  
April 9, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

**PLAN OF DISSOLUTION AND LIQUIDATION FOR  
GIFTS FOR EXECS, INC.**

WHEREAS, GIFTS FOR EXECS, INC., a Florida corporation, is a corporation organized under the laws of the state of Florida and is in good standing; and

WHEREAS, BARBARA K. GERSTELL, individually, and BARBARA K. GERSTELL AS PERSONAL REPRESENTATIVE OF THE ESTATE OF WILLIAM BARCLAY (deceased), are the sole Shareholders of GIFTS FOR EXECS, INC.; and

WHEREAS, the Shareholders desire to dissolve GIFTS FOR EXECS, INC.

NOW THEREFORE, the Shareholders of GIFTS FOR EXECS, INC. hereby adopt and approve the following Plan of Dissolution:

**Article I - Calendar Year 2003**

On or before December 1, 2003, GIFTS FOR EXECS, INC. shall pay all outstanding bills, taxes, professional fees and state filing fees and shall distribute its total remaining assets fifty percent (50%) to BARBARA K. GERSTELL, individually, and fifty percent (50%) to BARBARA K. GERSTELL AS PERSONAL REPRESENTATIVE OF THE ESTATE OF WILLIAM BARCLAY (deceased), representing one hundred percent (100%) of all remaining assets in the Corporation in exchange for one hundred percent (100%) of the stock held by the Shareholders. By January 1, 2004, GIFTS FOR EXECS, INC. shall file Articles of Dissolution and cease to be a corporate entity. The distribution of assets of the Shareholders shall be pro-rata in accordance with the percentages described

**Article II - Compliance with Internal Revenue Code**

It is the intent of both GIFTS FOR EXECS, INC. and the Shareholders that this Plan of Liquidation and Dissolution shall comply with the requirements of the Internal Revenue Code as a qualified Plan of Liquidation and Dissolution for purposes of Internal Revenue Code Section 331. Therefore, this liquidation shall be treated as the sale or exchange of the Shareholders' stock in exchange for the assets of the Corporation.

**Article III - Compliance with State Law**

The Directors and Officers of the Corporation shall cause GIFTS FOR EXECS, INC. to execute all documents necessary in order to comply with Florida law. These documents include the execution of and filing of Articles of Dissolution before the end of the calendar year 2003.

IN WITNESS WHEREOF, this Plan of Dissolution and Liquidation has been signed by the Shareholders this 9 day of December, 2003.

Alice M. Rodhouse  
Robert J. Mackey  
Witnesses as to Barbara K. Gerstell

Barbara K. Gerstell  
BARBARA K. GERSTELL, individually

Alice M. Rodhouse  
Robert J. Mackey  
Witnesses as to Barbara K. Gerstell as  
Personal Representative of the Estate of  
William Barclay

Barbara K. Gerstell  
BARBARA K. GERSTELL AS PERSONAL  
REPRESENTATIVE OF THE ESTATE OF  
WILLIAM BARCLAY

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

SWORN TO and SUBSCRIBED before me this 9th day of December, 2003, by BARBARA K. GERSTELL, individually and as PERSONAL REPRESENTATIVE OF THE ESTATE OF WILLIAM BARCLAY, who is personally known to me and who did not take an oath.

Delta L. Jordan  
Notary Public, State of Florida. My  
commission expires:



Delta L. Jordan  
MY COMMISSION # CC917525 EXPIRES  
April 9, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

**JOINT WRITTEN ACTION OF THE BOARD OF DIRECTORS  
AND SHAREHOLDERS OF GIFTS FOR EXECS, INC.**

Pursuant to §607.1402, Florida Statutes, the undersigned, being all of the Directors and Shareholders of GIFTS FOR EXECS, INC., a Florida corporation, hereby take the following actions in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

RESOLVED, that GIFTS FOR EXECS, INC., a Florida corporation, be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation under the Plan of Dissolution and Liquidation, a copy of which is attached hereto as Exhibit "A", is ratified, approved and adopted by the Shareholders of the Corporation; and

BE IT FURTHER RESOLVED that the Officers and Directors of the Corporation are authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary and advisable to carry out the purposes and intentions of such plan.

Dated this 09 day of December, 2003.

Directors:

Barbara K. Gerstell  
BARBARA K. GERSTELL

Barbara K. Gerstell  
BARBARA K. GERSTELL AS PERSONAL  
REPRESENTATIVE OF THE ESTATE OF  
WILLIAM BARCLAY

Shareholders:

Barbara K. Gerstell  
BARBARA K. GERSTELL

Barbara K. Gerstell  
BARBARA K. GERSTELL AS PERSONAL  
REPRESENTATIVE OF THE ESTATE OF  
WILLIAM BARCLAY