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July 15, 2002

Secretary of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Dissolution
Baxter Galleries, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 17 PM 4:00
EFFECTIVE DATE
7/31/02

600006460046--7
-07/17/02--01013--005
*****35.00 *****35.00

Gentlemen:

Enclosed please find the following documents for the above corporation:

1. Original and copy of Articles of Dissolution for the above corporation;
2. Check #13252 in the amount of \$35.00 representing the filing fee.

Enclosed for your convenience is a self-addressed, stamped return envelope to send me a stamped copy of the filed Articles of Dissolution.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



MICHAEL J. FREEMAN

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enc:

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V SHEPARD JUL 24 2002

**ARTICLES OF DISSOLUTION
OF
BAXTER GALLERIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 17 PM 4: 00

EFFECTIVE DATE
7/31/02

Pursuant to Section 607.267(1) of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the Corporation is: Baxter Galleries, Inc.

SECOND: The names and respective addresses of its officers and directors are as follows:

Name	Office	Address
Steven McCowan	President	2525 SW 3 rd Avenue #411A
	Director	Miami, Florida 33129
Sandra McCowan	Director	2525 SW 3 rd Avenue #411A
		Miami, Florida 33129

THIRD: All liabilities and obligations of the Corporation have been paid or discharged.

FOURTH: All remaining assets have been distributed to the shareholders according to their respective rights and interests.

FIFTH: There are no actions pending against the Corporation.

SIXTH: The following written consent to the dissolution of the Corporation has been signed by all shareholders of the Corporation.

"We, the owners of all of the outstanding capital stock of BAXTER GALLERIES, INC. a Florida Corporation, do hereby consent in writing to the dissolution of the Corporation."

RESOLVED, that the Corporation be dissolved effective July 31, 2002;

RESOLVED FURTHER, that the proper officers of this Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this resolution."

Dated: the 10th day of July 2002

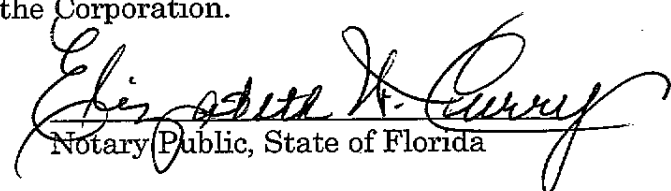
BAXTER GALLERIES, INC.

By: 

Steven P. McCowan

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 10th day of July
2002, by Steven P. McCowan, President of the Corporation.


Notary Public, State of Florida

