

P00000080996

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December 15, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

Re: Andrew J. Semesco Foundation, Inc.

Dear Sir or Madam:

800003505388--5
-12/19/00--01033--004
*****43.75 *****43.75

Enclosed are two packets of documents for filing with the Division of Corporation, both of which relate to the above corporate name. The first packet contains documents to dissolve the existing entity (#P00000080996), including:

1. Original and a copy of the Articles of Dissolution;
2. Affidavit of Incorporator releasing corporate name; and
3. Check #530 in the amount of \$43.75 for filing the Articles of Dissolution and obtaining a certified copy of the Articles of Dissolution.

The second packet contains documents to create a new not for profit corporation under the same corporate name, including:

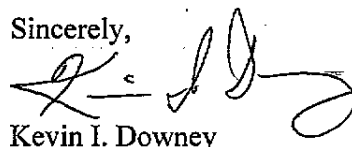
1. Original and a copy of the Articles of Incorporation; and
2. Check in the sum of \$78.75 which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$ 35.00
Total	\$ 78.75

Please file the Articles of Dissolution to dissolve Andrew J. Semesco Foundation, Inc. (Document #P00000080996) and to release that corporation name. Then, please file the Articles of Incorporation to form Andrew J. Semesco Foundation, Inc. under Chapter 617 Florida Statutes. Once accomplished, please return the certified copy of the Articles of Dissolution to my office at the above address, together with a certified copy of the new corporation's articles of incorporation. Otherwise, contact my office with questions or for more information.

Your prompt attention to this matter is appreciated.

Sincerely,


Kevin I. Downey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 19 AM 11:07

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Enclosures

xc: J. Fleigel, III

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**Articles of Dissolution
for the
Andrew J. Semesco Foundation, Inc.**

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

First: The name of the corporation being dissolved is the Andrew J. Semesco Foundation, Inc.

Second: The filing date of the articles of incorporation was August 22, 2000.

Third: None of the shares of the Andrew J. Semesco Foundation, Inc. have been issued.

Fourth: No debt of the Andrew J. Semesco Foundation, Inc. remains unpaid.

Fifth: The adoption of the dissolution was authorized by a majority of the directors.

Signed this 13 day of December, 2000.

Signature

Jeffrey Dee Fleigel III

Jeffrey Dee Fleigel III, President and Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA