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07/29/03--01043--001 **43.75

EFFECTIVE DATE
07/31/03

FILED
03 JUL 29 AM 11:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

PS 8/1/03

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July 21, 2003

Dana McKinnon, Director
Division of Corporations
Room 2001
The Capitol
Tallahassee, Florida 32301

Re: C & R Property Enterprises, Inc.
Our File No. 03-0084

To Whom It May Concern:

Enclosed herewith please find the following:

1. Original Articles of Dissolution in regard to the above-referenced corporation.
2. Copy for certification.
3. A check in the amount of \$43.75 payable to the Secretary of State is enclosed. This check includes: \$35.00 for the filing fee and \$8.75 for a Certified Copy.

Please file the enclosed Articles of Dissolution and return to me a certified copy of same.

Should you have any questions, please do not hesitate to call.

Sincerely,

Michael J. McDermott, Esquire

MJM\jwj
Enclosures

j:\data\2002\02-0084\Secretary of State ltr

ARTICLES OF DISSOLUTION

FILED

03 JUL 29 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

EFFECTIVE DATE
07/31/03

FIRST: The name of the corporation is: C & R Property Enterprises, Inc.

SECOND: The date dissolution was authorized: July 16, 2003 to be effective July 31, 2003.

THIRD: Adoption of Dissolution (check one)

 ✓ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

 Dissolution was approved by vote of the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve)


The number of votes cast for dissolution was sufficient for approval by N/A (voting group).

Signed this 16th day of July, 2003.

C & R PROPERTY ENTERPRISES, INC.

C & R PROPERTY ENTERPRISES, INC.

By: 
(Name) RANDY RAYMOND
(Title) Vice-President/Director

By: 
(Name) JAMES J. CHANDLER
(Title) President/Director

RESOLUTION
of
BOARD OF DIRECTORS
of

C & R PROPERTY ENTERPRISES, INC.

WHEREAS, the Board of Directors believes that it is in the best interests of the corporation to dissolve C & R PROPERTY ENTERPRISES, INC.;

RESOLVED, that the Board does hereby recommend that the corporation be dissolved pursuant to this Liquidation Plan:

SEE PLAN ATTACHED HERETO.

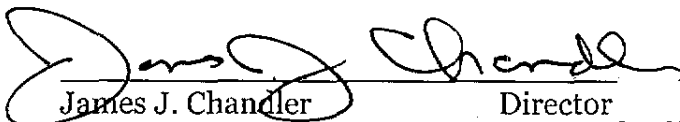
FURTHER, resolved that the question of such dissolution and the adoption of said Liquidation Plan be submitted to a vote of the shareholders;

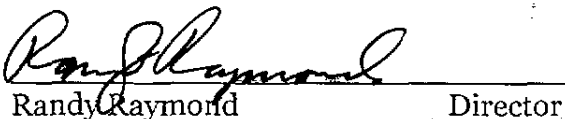
FURTHER, resolved that if the shareholders approve the dissolution and Liquidation Plan, the President or any Vice President and the Secretary hereby are authorized to execute Articles of Dissolution and such other documents as may be necessary or appropriate to complete the dissolution of the corporation pursuant to said plan of liquidation.

Dated: July 16, 2003


James J. Chandler Secretary

Approved:


James J. Chandler Director


Randy Raymond Director

LIQUIDATION PLAN

1. C & R PROPERTY ENTERPRISES, INC., a corporation organized under the laws of the State of Florida shall proceed to a complete liquidation according to the procedure set forth in this Plan.

2. The Plan shall be approved by the Board of Directors at a meeting called for that purpose, and, upon such approval, the Plan shall be deemed to have been adopted. Notice of the adoption of the Plan shall be given to the Director of Internal Revenue, in the appropriate office, within thirty (30) days thereafter, in accordance with Section 6043 of the Internal Revenue Code, upon an appropriate form, as prescribed in said Code.

3. The shareholders of said Corporation shall promptly meet, upon a proper call for such meeting, to consider a resolution ratifying the action of the Board of Directors, after having examined the Plan and proposed terms and conditions for the payment of its liabilities and distribution of its assets. The affirmative vote of holders of record, and entitled to vote, of one hundred percent (100%) of all outstanding shares, shall be necessary to pass the resolution.

4. Upon the adoption of this Plan of complete liquidation, the Corporation will thereupon do no further business unless it be necessary to wind up its affairs. The corporation shall pay or provide for its debts and liabilities and convey the balance of its assets as surplus to the respective shareholders as they shall agree.

5. The Directors shall declare, and issue, partial distributions resulting from the surplus cash, if any, to the shareholders, after payment of its liabilities, as soon as

practicable thereafter. Such distributions shall be made prior to July 31, 2003, except that the Corporation may either retain sufficient cash to meet expected claims.

6. After the payment of corporate debt, reservation of funds for corporate taxes and expected liabilities, transfer of properties, and surplus cash, if any, to the shareholders under this Plan, the said Corporation shall be dissolved in accordance with the laws of the State of Florida.

7. The Officers of the Corporation, so authorized by the Board of Directors, and by law, shall perform such acts as are necessary to carry out the details of the Plan, shall execute, acknowledge and deliver all deeds, bills of sale, and any other documents necessary to transfer the Corporation's assets and to carry out the Plan as hereinbefore set forth.

RESOLUTION
of
SHAREHOLDERS
of

C & R PROPERTY ENTERPRISES, INC.

The following resolution was offered: Resolved, that, as recommended in a resolution adopted by the Board of Directors at its meeting on July 16, 2003, the Liquidation Plan presented to the meeting be, and the same is hereby approved and adopted, and the corporation shall be dissolved pursuant to said plan.

The above stated resolution was then voted upon. Two Hundred (200) shares of the common stock voted for the resolution and -0- shares of such stock voted against the resolution; The chairman thereupon announced that all of the outstanding shares of the corporation had affirmatively voted for such resolution and that, therefore, such resolution was duly adopted by the shareholders.

Dated: July 16, 2003


James J. Chandler Shareholder


Randy Raymond Shareholder