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A FLORIDA LIMITED LIABILITY PARTNERSHIP

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -8 AM 11:47

MARY VLASAK SNELL
(941) 336-6255

e-mail: maryvlasaksnell@paveselaw.com

February 6, 2002

PLEASE REPLY TO
FORT MYERS OFFICE

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

100004896131--1
-02/08/02--01028--014
*****35.00 *****35.00

Re: Stephens Marine Services, Inc.

Dear Sir/Madam:

Enclosed please find the following items for filing with the Florida Division of Corporations:

1. Check #040335 payable to the Florida Department of State in the amount of \$35.00 to cover the cost of filing a corporate dissolution;
2. Articles of Dissolution;
3. Minutes of the Meeting of the Shareholders;
4. Waiver of Notice of Meeting of Shareholders;
5. Minutes of Directors' Meeting;
6. Consent and Waiver of Notice of the Meeting of Directors;
7. Statement of Unanimous Consent of the Directors of Stephens Marine Services, Inc. In Lieu of a Special Meeting;
8. Notice of Intent to Dissolve;
9. Certificate of Mailing of Notice of Intent to Dissolve; and
10. Receipt.

Should you have any questions regarding the foregoing please give me a call at (941) 336-6255. Thank you for your time and consideration in this matter.

Sincerely,

Laura L. Kinhead

Laura L. Kinhead
Assistant to Mary Vlasak Snell

cc: Mr. Larry K. Stephens

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4635 S. DEL PRADO BLVD.
P.O. BOX 100088
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SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

ARTICLES OF DISSOLUTION PURSUANT TO §607.1403
OF THE FLORIDA GENERAL BUSINESS CORPORATION ACT
OF STEPHENS MARINE SERVICES, I NC.

TO: Department of State
Tallahassee, FL 32304

Filing Fee: \$35.00
Per FS §607.0122(13)

FILED
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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Sections 607.1401 and 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is STEPHENS MARINE SERVICES, I NC.
2. The date the dissolution is authorized is December 31, 2001.
3. The names and respective addresses of the officers of the corporation are as follows:

Larry K. Stephens	President	14520 Ocean Bluff Drive
		Fort Myers, FL 33912
4. The names and respective addresses of the directors of the corporation as are follows:

Larry K. Stephens	Director	14520 Ocean Bluff Drive
		Fort Myers, FL 33912
5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for the payment thereof.
6. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
7. Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending actions or proceedings.
8. The corporation has elected to dissolve by written consent of all shareholders pursuant to Statute 607.1402, which written consent has been signed by all the shareholders of the corporation. A copy of such written consent to dissolve is attached to these articles as Exhibit A and incorporated herein by this reference.

Dated January 31, 2002

STEPHENS MARINE SERVICES, I NC.

By Larry K. Stephens
Larry K. Stephens, President and Shareholder

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Larry K. Stephens, who is known to me to be, or who has produced N/A as identification proving himself to be, the person who made and subscribed to the foregoing Articles of Dissolution, and who did (did not) take an oath, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 31 day of January, 2002.

(Notary Seal)

Mary Vlasak Snell
Notary Public, State of Florida
MARY VLASAK SNELL
Print Name of Notary
My Commission Expires:

MINUTES OF THE MEETING OF THE SHAREHOLDERS

A meeting of the shareholders of STEPHENS MARINE SERVICES, INC., was held at the office of the corporation at 14520 Ocean Bluff Drive, Fort Myers, Florida, on December 12, 2001, at 11:00 A.M. The meeting was called to order by Larry K. Stephens, President of the corporation who presided. Larry K. Stephens also acted as secretary at the meeting and recorded the minutes thereof. At the request of the Chairman, the Secretary submitted to the meeting the following:

- (a) A copy of the Waiver of Notice of the Meeting.
- (b) A complete list of the holders of the common shares of the corporation as of the close of business on December 11, 2001, the record date fixed by the Board of Directors for the shareholders entitled to notice of and to vote at this meeting.

The Chairman directed that a copy of the Waiver of Notice of Meeting be annexed to the minutes of the meeting. The Chairman ordered that the certified list of the shareholders, submitted to the meeting, and the minute book of the corporation, be kept open for the inspection of the shareholders throughout the course of the meeting. The Chairman, having examined the list of shareholders, determined that of the 100 shares entitled to vote at the meeting, the holders of 100 shares were present at the meeting in person or by proxy.

The Chairman announced that a quorum was present for all purposes and that the meeting was lawfully and properly convened and competent to proceed to the transaction of the business for which it had been called.

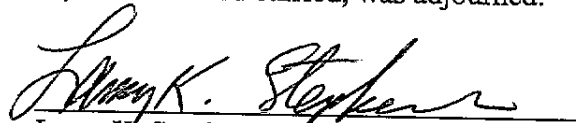
Whereas, the board of directors of the corporation adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

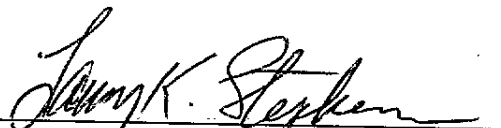
Whereas, the holders of more than a majority of the outstanding shares of the corporation voted to authorize such dissolution; it is

Resolved, that STEPHENS MARINE SERVICES, INC., a Florida corporation, be dissolved;
and

Further resolved, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent to dissolve to all known creditors of and claimants against the corporation; and to take such further action as may be necessary or appropriate to carry out the intent of this resolution.

The Chairman then answered various questions from the floor after which there being no further business, the meeting, on motion duly made, seconded and carried, was adjourned.


Larry K. Stephens, Secretary


Larry K. Stephens, Chairman