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Volun. Diss.
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WILLIAM RANDOLPH KLEIN*
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TAXATION, CORPORATION, BUSINESS
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December 18, 2002

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

Re: Articles of Dissolution and Resolution of Dissolution

Dear Sir or Madam:

Enclosed please find the above referenced documents to dissolve the following corporation:

KELLY-PAIGE RESOURCE, INC.

P01000002428

Also enclosed is a check in the amount of \$35.00. If you have any question regarding this dissolution, please call me at the above telephone number. Thank you in advance for your assistance.

Sincerely,

W. R. Klein, P.A.


Roy W. Howard
Enclosures

ARTICLES OF DISSOLUTION

KELLY-PAIGE RESOURCES, INC.

WHEREAS, the undersigned sole Director of Kelly-Paige Resources, Inc., does hereby submit these Articles of Dissolution to the Secretary of State for the purpose of dissolving Kelly-Paige Resources, Inc., and states as follows:

- a. Name of corporation to be dissolved:

KELLY-PAIGE RESOURCES, INC.

- b. The date of filing its articles of incorporation:

January 2, 2001

- c. None of the shares of the corporation have been issued.
- d. All liabilities and obligations of the corporation have been discharged.
- e. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest.
NO SHAREHOLDERS
- f. There are no actions pending against the corporation in any court and to the best of its knowledge it has no judgment, order or decree which has been entered against or is pending against the corporation.
- g. The corporation elected to dissolve by act of the corporation, a copy of said resolution to dissolve, adopted by unanimous consent of the sole director of the corporation was passed on the 13th day of Dec., 2002 and is attached hereto and made a part hereof.

Dated: DECEMBER 13, 2002


David Boone, Chairman & President


William Randolph Klein, Secretary

FILED
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DIVISION OF CORPORATIONS
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MINUTES OF MEETING OF BOARD OF DIRECTORS
KELLY-PAIGE RESOURCES, INC.

RESOLUTION OF CORPORATE DISSOLUTION

A meeting of the Board of Directors of Kelly-Paige Resources, Inc., was held in Atlanta, Georgia, on the 13th day of Dec, 2002.

David Boone, being the sole director, presided as Chairman and William Randolph Klein was secretary of the meeting.

The chairman called the meeting to order and moved to dissolve the corporation as it was no longer required to carry on its business. The motion was seconded and carried by unanimous vote of the sole director. No shareholder vote was required as no shares of stock were issued.

RESOLVED, that the corporation be dissolved immediately.

There being no further business to transact, the meeting was on motion duly made, seconded and carried, adjourned.

Dated: DECEMBER 13, 2002


David Boone, Chairman & President


William Randolph Klein, Secretary