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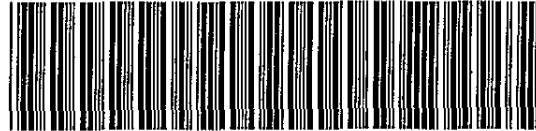
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04 JAN 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Dissolution
sp
2/4/04*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution For Boldwater Outlet Store

DOCUMENT NUMBER: 59-3731932

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cory L Redwine
(Name of Person)

Boldwater Inc.
(Name of Firm/Company)

1677 Dave Nisket Dr. Suite 119
(Address)

Panama City FL 32900
(City/State/and Zip Code)

For further information concerning this matter, please call:

Cory Redwine at (321) 868-5090/321-868-1947
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation as currently filed with Department of State:
Boldwater.com Outlet Stores, Inc.

SECOND: The document number of the corporation (if known): 59-3731932

THIRD: The file date of the articles of incorporation was: July 23, 2001

FOURTH: (CHECK AT LEAST ONE BOX)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FIFTH: No debt of the corporation remains unpaid.

SIXTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SEVENTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this Wed. day of January, 2004.

Signature: [Handwritten Signature]
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Derek P. Bedwine
(Typed or printed name of person signing)

Owner - Director
(Title of person signing)

FILED
04 JAN 29 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$35