

PD1000100039

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

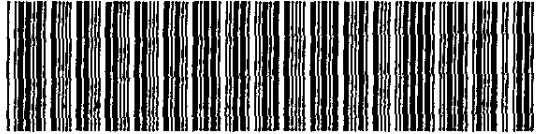
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01/13/05--(1055--00) **35.00

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05 JAN 13 PM 2:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Holland+Knight

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Adam J. August
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January 12, 2005

VIA UPS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

FILED
05 JAN 13 PM 2:35
TALLAHASSEE, FLORIDA


Re: Articles of Dissolution for Home Depot Incentives, Inc.

Dear Secretary of State:

Enclosed please find the Articles of Dissolution for Home Depot Incentives, Inc along with the filing fee in the amount of \$35.00. Please file this dissolution and forward a date stamp copy, with the receipt in self address envelope I have provided for your convenience.

If you have any questions please contact me at the number above.

Sincerely,
Holland & Knight LLP


Adam J. August

Enclosures

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**ARTICLES OF DISSOLUTION
OF
HOME DEPOT INCENTIVES, INC.**

The undersigned, being the President of **HOME DEPOT INCENTIVES, INC.**, a Florida corporation (the "Company"), acting in accordance with resolutions adopted by the Board of Directors and Shareholders of the Company to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submits the following:

ARTICLE I

The name of the corporation is **HOME DEPOT INCENTIVES, INC.**

ARTICLE II

The dissolution was authorized on December 31, 2004.

ARTICLE III

The dissolution was approved by a Written Consent in Lieu of a Special Meeting of the Shareholders and a Written Consent in Lieu of a Meeting of the Board of Directors of the Company on December 31, 2004, which constitute a sufficient number of votes cast for approval.

ARTICLE IV

These Articles of Dissolution shall be effective upon filing with the Secretary of State.

The undersigned, for the purpose of dissolving **HOME DEPOT INCENTIVES, INC.** under the laws of the State of Florida, has executed these Articles of Dissolution as of the 31 day of December, 2004.

HOME DEPOT INCENTIVES, INC., a
Florida corporation



Ellen Patricia Dracos
President

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05 JAN 13 PM 2:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

NOTICE OF CORPORATE DISSOLUTION

This notice is submitted by the dissolved corporation named below (the "Corporation") for resolution of payment of unknown claims against this Corporation as provided in Florida Statutes Section 607.1407.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.


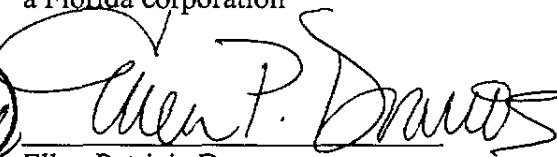
1. The name of the Corporation: Home Depot Incentives, Inc.
2. The date of dissolution will be the date the dissolution is filed with the Florida Department of State.
3. Description of information that must be included in a claim:

Name of claimant, date of claim, event giving rise to claim, amount claimed, and name, address and telephone number of contact to whom the Corporation should reply regarding the claim.
4. Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations):

Home Depot Incentives, Inc.
2455 Paces Ferry Road
Atlanta, Georgia 30339.
5. A claim against the Corporation will be barred unless a proceeding to enforce the claim is commenced within 120 days after the filing of this notice. The Corporation or its successor entity may make distributions thereafter to other claimants and the Corporation's shareholders or persons interested as having been such without further notice.

The undersigned has executed this Notice of Corporate Dissolution as of the 31 day of December, 2004.

HOME DEPOT INCENTIVES, INC.,
a Florida corporation



Ellen Patricia Dracos
President