

PO2000052158

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(Business Entity Name)

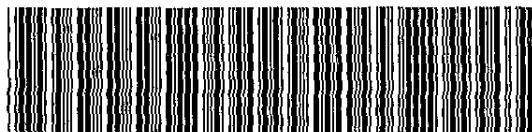
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Miss.

G. Goulette DEC 14 2004

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CLEARMONT
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December 14, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

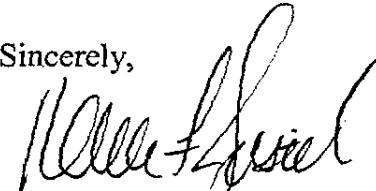
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF DISSOLUTION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Dissolution** for the following entity:

CUTZ & DESIGNZ, INC.
Document No.: P02000052158

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 577-9090, when the document is ready in the GrayRobinson out-box. Thank you for your assistance in this matter.

Sincerely,



Karen F. Jusevitch
Paralegal

KFJ/hs
Enclosures

ARTICLES OF DISSOLUTION
of
CUTZ & DESIGNZ, INC.

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

ARTICLE I: NAME

The name of the corporation as currently filed with the Department of State is Cutz & Designz, Inc.

ARTICLE II: DOCUMENT NUMBER

The document number of the corporation is P02000052158.

ARTICLE III: DATE OF DISSOLUTION

The date dissolution was authorized is December 1, 2004.

ARTICLE IV: ADOPTION OF DISSOLUTION

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

Signed this 1st day of December, 2004.



Anthony T. Stephenson, Director

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04 DEC 14 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FL 32312

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. CUTZ & DESIGNZ, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding One hundred (100) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on December 31, 2004, the effective date of the complete liquidation and dissolution of the Corporation; provided, that all assets of the Corporation, tangible and intangible property, including the name of the Corporation and related goodwill and corporate opportunities are assigned to Anthony T. Stephenson, in partial satisfaction of loans made by Anthony T. Stephenson to the Corporation. It is expected that no assets will be distributed to shareholders.

2. The President of the Corporation is hereby authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The President of the Corporation is authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the Internal Revenue Services, together with a certified copy of this resolution.

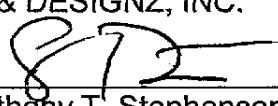
5. The President of the Corporation is authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The President of the Corporation is authorized, empowered and directed to do any and all other things in the Corporations' name and on its behalf which he may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action and Plan of Complete Liquidation and Dissolution as of this 1st day of December, 2004.

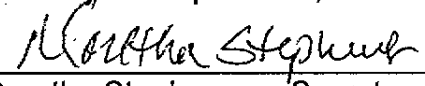
SHAREHOLDER:

CUTZ & DESIGNZ, INC.


By: Anthony T. Stephenson, Shareholder

BOARD OF DIRECTORS:


Anthony T. Stephenson, Director


Doretha Stephenson, Secretary