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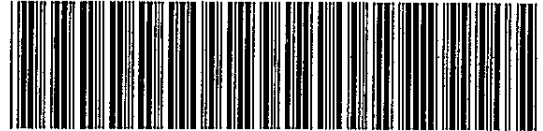
(Business Entity Name)

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DAVID C. GILMORE
ATTORNEY AT LAW

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November 5, 2004

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

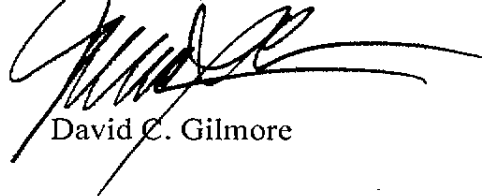
RE: Fishtails, Inc.

To whom it may concern:

Enclosed herewith please find our check in the amount of \$35.00 and Articles of Dissolution regarding the above referenced corporation. Please file the documents as soon as possible. Should you have any questions or require any additional information, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,



David C. Gilmore

DCG:geo
Enclosures

**ARTICLES OF DISSOLUTION TO
ARTICLES OF INCORPORATION FOR
FISHTAILS, INC.**

FILED
04 NOV -9 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FISHTAILS, INC., a Florida corporation, executes the following Articles of Dissolution pursuant to §607.1403 of the Florida Business Corporation Act:

1. Name of the corporation: FISHTAILS, INC.
2. The name and address of its officer is Justin R. McLane, 24949 Palm Lane, Summerland Key, Florida 33042, who serves as president, secretary and treasurer.
3. The name and address of its director is Justin R. McLane, 24949 Palm Lane, Summerland Key, FL 33042.
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 21 day of October, 2004.

FISHTAILS, INC.

By: Justin R. McLane (SEAL)
Justin R. McLane, President

DATED: OCT 21, 04

By: Justin R. McLane
Justin R. McLane, Secretary

**MINUTES OF JOINT SPECIAL MEETING OF
SHAREHOLDERS AND DIRECTORS OF
FISHTAILS, INC.
AT MEETING TO LIQUIDATE AND DISSOLVE**

The Board of Directors and Shareholders of FISHTAILS, INC., a Florida corporation, met at the offices of the corporation on the 21 day of October, 2004, pursuant to a call of the meeting by the President.

Present at the meeting were a quorum of the shareholders and a quorum of the members of the Board of Directors.

The President of the corporation, Justin R. McLane, presided as Chairman of the meeting, and as Secretary.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice to the meeting signed by all the shareholders and directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

BE IT RESOLVED AS FOLLOWS:

1. That in the judgment of the Board of Directors and Shareholders of the corporation, it is deemed advisable and for the benefit of the corporation that it be

dissolved and liquidated.

2. That a plan of liquidation be and it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with the Internal Revenue Code of 1954, as amended, and in accordance with the provisions Chapter 607 of the Florida Statutes, and that the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, i.e., the President and Secretary, are hereby authorized to execute any and all deeds of conveyance and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

6. That after effecting such sales and providing for the proper debts of the corporation, any remaining assets of the corporation be distributed to the shareholders of the corporation as soon as possible, but in no event later than the termination of a two-month period, commencing on the date of these resolutions.

7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue in Atlanta, Georgia, together with a certified copy of these resolutions.

9. That the accountants for the corporation shall assist those shareholders who desire to have their gain taxed as provided in §333 of the Internal Revenue Code of 1954, as amended, for federal income tax purposes, in preparing form 964 and filing same with the Internal Revenue Service within a period of thirty (30) days from the date of this meeting.

There being no further business before the meeting, the meeting was duly adjourned.

DATED this 21 day October, 2004.

Shareholders:


Justin R. McLane, Shareholder



Elizabeth A. Hillegass, Shareholder

Directors:


Justin R. McLane, Director

RATIFICATION OF MINUTES

We, the undersigned, being all of the Directors and Shareholders of FISHTAILS, INC., do hereby ratify, approve and confirm all that has occurred at the joint special meeting held on the 21 day of October, 2004, at the offices of the corporation, the minutes of which we have read and in signification of such approval, ratification and confirmation and of our assent to all acts taken at such meeting, do hereby sign our names hereto.


Justin R. McLane
Shareholder and Director


Elizabeth A. Hillegass
Shareholder