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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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De Russel

**TIMOTHY J. CONNER, P.A.**  
**Attorney at Law**  
**2 Jungle Hut Road, Ste. 1**  
**Palm Coast, Florida 32137**

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**Tel. 386-445-9322**  
**Facsimile: 386-446-4951**

July 22, 2005

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

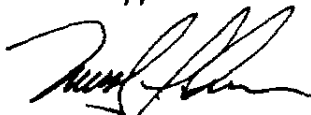
Re: Processing of Articles of Dissolution of  
Ejay Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed the original Articles of Dissolution, Ratification of the Minutes of the Special Meeting of the Directors and Shareholders and a copy of the Minutes of the Special Meeting of the Directors and Shareholders for the Corporation and Waiver of Notice of the Special Meeting. Please process the original of the enclosed Articles of Dissolution. A check in the sum of \$35.00 is enclosed for the processing fee.

Your prompt attention to this matter would be appreciated.

Sincerely,



Timothy J. Conner  
Attorney at Law

TJC:rg  
Enclosures

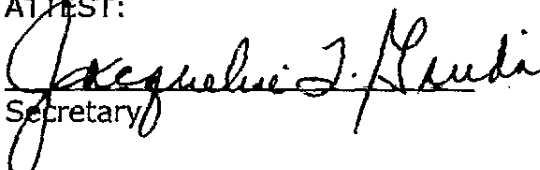
**ARTICLES OF DISSOLUTION  
OF  
EJAY ENTERPRISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is EJAY ENTERPRISES, INC., which was duly incorporated by the State of Florida.
2. The Articles of Incorporation were filed with the Department of State on November 22, 2004.
3. None of the corporation's shares have been issued and the corporation has not commenced business.
4. The corporation has no unpaid debts.
5. These Articles of Dissolution were authorized by a majority of the incorporators and directors of the corporation on 7-1-2005.
6. The corporation has elected to dissolve the corporation pursuant to a Special Meeting of its directors and incorporators. A true copy of the Minutes of the Special Meetings of the Directors and incorporators, the resolutions to adopt the plan of corporate liquidation, the Waiver of Notice, and ratification of the minutes are attached hereto and incorporated by reference as composite **Exhibit "A."**

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution on this 1<sup>st</sup> day of July, 2005, in Palm Coast, Florida.

EJAY ENTERPRISES, INC.  
BY   
Incorporator, Daniel E. Feagle

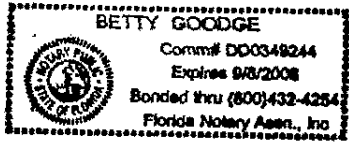
ATTEST:  
  
Secretary

STATE OF FLORIDA)  
COUNTY OF FLAGLER)

SUBSCRIBED, SWORN and ACKNOWLEDGED before me this 1<sup>st</sup> day of July, 2005, by DANIEL E. FEAGLE, who is personally known to me or has produced drivers license as identification and who did/did not take an oath, and who acknowledged before me that he executed these Articles of Dissolution for EJAY ENTERPRISES, INC. as Incorporator of the corporation.

Betty Goodge  
Notary Public

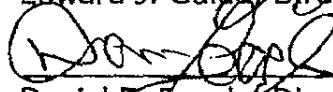
My Commission Expires:

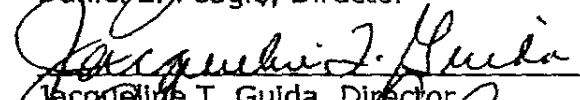


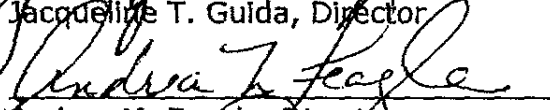
**RATIFICATION OF THE MINUTES  
OF THE SPECIAL MEETING OF THE  
DIRECTORS AND SHAREHOLDERS OF  
EJAY ENTERPRISES, INC.**

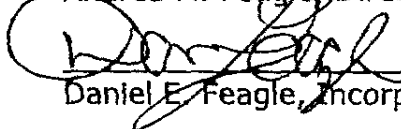
WE, the undersigned Incorporators and Directors of EJAY ENTERPRISES, INC. have read these minutes and hereby approve, ratify and confirm all business transacted or reported herein and in signification of our approval, ratification and confirmation, do hereby consent to any and all acts done at the meeting, do hereby sign our names.

  
\_\_\_\_\_  
Edward J. Guida, Director

  
\_\_\_\_\_  
Daniel E. Feagle, Director

  
\_\_\_\_\_  
Jacqueline T. Guida, Director

  
\_\_\_\_\_  
Andrea M. Feagle, Director

  
\_\_\_\_\_  
Daniel E. Feagle, Incorporator

**Exhibit**  
"A"

**WAIVER OF NOTICE  
OF THE SPECIAL MEETING OF THE  
DIRECTORS AND INCORPORATORS OF  
EJAY ENTERPRISES, INC.**


WE, the undersigned Directors and Shareholders, hereby agree and consent that the Special Meeting of Directors and Shareholders of the corporation was held on the date, time and place stated below for the purpose of considering the dissolution of the corporation and adopting a plan of liquidation of assets of the corporation, and do hereby waive all notice of the meeting and any adjournments thereof.

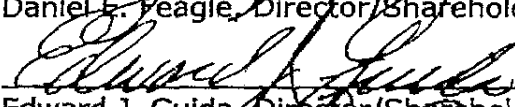
Date of Meeting:

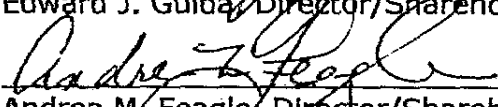
Time of Meeting:

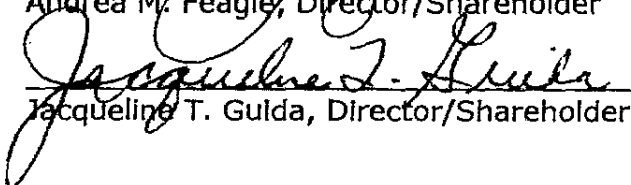
Place of Meeting: Palm Coast, Florida

Dated: 7-1-05

  
\_\_\_\_\_  
Daniel E. Feagle, Director/Shareholder

  
\_\_\_\_\_  
Edward J. Guida, Director/Shareholder

  
\_\_\_\_\_  
Andrea M. Feagle, Director/Shareholder

  
\_\_\_\_\_  
Jacqueline T. Guida, Director/Shareholder

**MINUTES OF SPECIAL MEETING  
OF THE DIRECTORS AND INCORPORATORS OF  
EJAY ENTERPRISES, INC.**

A Special Meeting of the Directors and Incorporators of EJAY ENTERPRISES, INC., a Florida corporation, was held on 7-1-2005, 10:00 (a.m)/p.m. pursuant to a Waiver of Notice attached hereto. The following Directors were present:

Daniel E. Feagle, Edward J. Guida, Jacqueline T. Guida, and Andrea M. Feagle, being the Directors of the corporation.

The following Incorporator was present, Daniel E. Feagle, being the incorporator of the corporation.

Edward J. Guida acted as Chairman and Jacqueline T. Guida acted as Secretary of the meeting.

The Chairman declared that all of the Directors and all of the Incorporators were present, in person, and that all had executed a Waiver of Notice of the Meeting.

The Chairman then stated the purpose of the meeting was to consider the dissolution of the corporation prior to issuing stock in the corporation or incurring any debt or acquiring any assets of the corporation. A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Incorporator of the corporation:

WHEREAS, the Incorporators and Directors of the corporation have determined that it is advisable and beneficial for the corporation that it be dissolved; and

NOW, THEREFORE, IT IS

RESOLVED, that the Corporation be dissolved prior to issuing any shares of stock or conducting any business, and the Directors and Incorporators are hereby authorized to prepare appropriate Articles of Dissolution.


The Directors and Incorporators of the corporation are authorized to do any and all things necessary or convenient to carry this resolution into effect, including but not limited to:

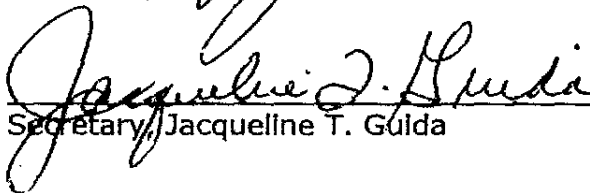
- a. Executing any and all instruments of conveyance;
- b. Paying all taxes and fees;
- c. Executing all documents required by law to be filed; and
- d. Doing all other things necessary or convenient to effect the

dissolution of the corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated 7-1-45

  
\_\_\_\_\_  
Chairman, Edward T. Gulda

  
\_\_\_\_\_  
Secretary, Jacqueline T. Gulda