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**DISSOLUTION OR WITHDRAWAL**

**GIBSON & PHILLIPS HOLDINGS, INC.**

Certificate of Status	1
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T. R. Stone APR 02 2007

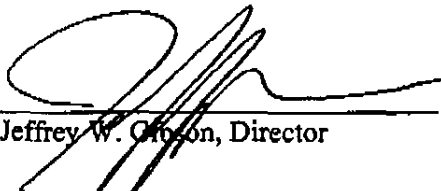
**ARTICLES OF DISSOLUTION  
OF  
GIBSON & PHILLIPS HOLDINGS, INC.**

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Gibson & Phillips Holdings, Inc., a Florida corporation, having been organized on the 6<sup>th</sup> day of October, 2006 and having wound up its affairs and liquidated by discharging its liabilities, collected its assets, disposed of its assets and distributed the net proceeds thereof to its shareholders, does hereby file these Articles of Dissolution with the Secretary of the State of Florida and says:

1. The name of the company is Gibson & Phillips Holdings, Inc.
2. The dissolution of the company was authorized by the board of directors and shareholders on ~~March~~ <sup>April</sup> 2, 2007.
3. The number of shares authorizing the dissolution of the corporation was sufficient for approval, the vote being unanimous.
4. All debts, obligations and liabilities of the corporation have been paid or discharged.
5. All remaining property and assets have been distributed among the shareholders in accordance with their respective rights.
6. There are no suits pending against the corporation in any court.
7. The effective date of the dissolution of the corporation shall be ~~March~~ <sup>April</sup> 2, 2007.

IN WITNESS WHEREOF, the corporation has caused these Articles of Dissolution to be executed this 2 day of ~~March~~ <sup>April</sup>, 2007.

By:   
Jeffrey W. Gibson, Director

Jeffrey W. Gibson, Esq.  
P.O. Box 1669  
Clearwater, FL 33757  
FBN: 0568074

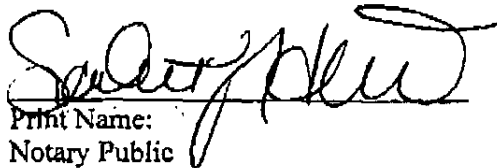
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STATE OF FLORIDA  
COUNTY OF PINELLAS

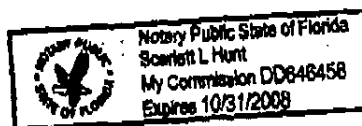
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Jeff Gibson to me personally known to be the individual described in and who executed the foregoing instrument as the President of Gibson & Phillips Holdings, Inc. and who did take an oath and they acknowledged before me that they executed the same for the purposes therein expressed and in the corporate capacities so stated.

WITNESS my hand and official seal at Clearwater, said County and State, this 2<sup>nd</sup> day of ~~March~~, 2007.

April



Print Name:  
Notary Public  
My Commission Expires:



Jeffrey W. Gibson, Esq.  
P.O. Box 1669  
Clearwater, FL 33757  
FBN: 0568074