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CAPITAL CONNECTION, INC.

41 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

W.M. Financial
Corp

200002652022--9
-09/30/98--01026--011
*****17.50 *****17.50

200002652022--9
-09/30/98--01026--010
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File
Second

9-30-98
CC

Signature

Requested by:

Chen

9.29

222

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

☒ Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 SEP 30 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 30 AM 9:50
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

CERTIFICATE OF OFFICERS, DIRECTORS AND SHAREHOLDERS

WITH RESPECT TO VOLUNTARY DISSOLUTION OF

W. M. FINANCIAL CORP.

WE, R. SCOTT MORRISON, as President and CHARLES E. WALDNER, as Secretary of W. M. FINANCIAL CORP., a Florida corporation, (hereinafter referred to as the "Corporation") and the same also being the sole Directors and Shareholders of the Corporation, do hereby certify as follows:

FIRST: That at a joint meeting of the Officers of the Corporation, the Board of Directors of the Corporation and the Shareholders of the Corporation, held on September 15, 1998, a Resolution was adopted whereby a Plan of Complete Liquidation and Dissolution was adopted. A copy of said Resolution along with Waiver of Notice is attached hereto.

SECOND: That the Resolution was duly adopted by the holders of 100% of the outstanding stock of the Corporation and all of the Shareholders of record did give their consent to the dissolution. A copy of said consent is attached hereto.

THIRD: The following is a list of all of the Officers and Directors of the Corporation, together with their addresses:

Officers:

President/Director:

R. SCOTT MORRISON
243 N. E. 5th Avenue
Delray Beach, Florida, 33483

Vice President/Secretary/Treasury/Director:

CHARLES E. WALDNER
1600 S. Dixie Highway, Suite #1C
Boca Raton, Florida, 33432

FOURTH: All debts, obligations and liabilities of the Corporation have been paid or discharged.

FIFTH: All remaining property and assets of the Corporation have been distributed among its Shareholders and/or no

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

property remains for distribution.

SIXTH: No actions are pending against the Corporation in any court.

IN WITNESS WHEREOF, we have set our hands and seals and caused the corporate seal of the Corporation to be affixed this 24th day of September, 1998.

W. M. FINANCIAL CORP.

BY: 

R. SCOTT MORRISON
as President

BY: 

CHARLES E. WALDNER
as Secretary


(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority duly authorized in the County and State aforesaid to take acknowledgments, personally appeared R. SCOTT MORRISON, as President and CHARLES E. WALDNER, Secretary of W. M. FINANCIAL CORP., a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the foregoing instrument on behalf of said Corporation for the purposes therein expressed and who are personally known to me or who has each produced a Florida driver's license as identification and who did/did not take an oath.

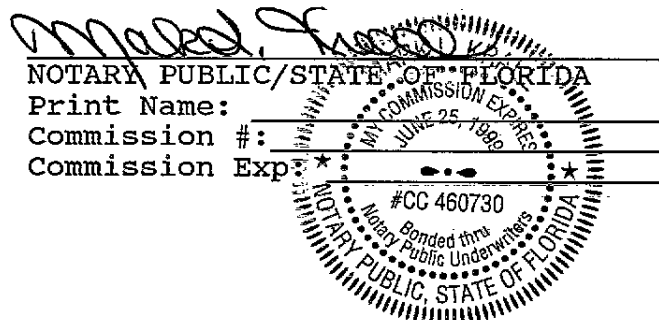
WITNESS my hand and official seal this 24th day of September, 1998.


NOTARY PUBLIC/STATE OF FLORIDA

Print Name: _____

Commission #: _____

Commission Exp: _____

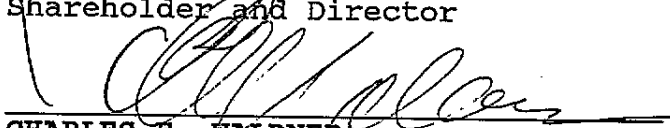


WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF
OFFICERS, DIRECTORS AND SHAREHOLDERS OF
W. M. FINANCIAL CORP.

We, the undersigned, being all of the Officers, Directors and Shareholders of W. M. FINANCIAL CORP., a Florida corporation ("Corporation"), do hereby waive all notice of a Joint Special Meeting of Officers, Directors and Shareholders of said Corporation, and do hereby agree and consent that on the 15th day of September, 1998 at 10:00 a.m. in the forenoon, be and the same is hereby fixed as the time for holding the same; and that the purpose of said meeting be the adoption of a plan for the complete liquidation of the Corporation, and for a distribution of all the assets of such Corporation in complete liquidation, and for the transaction of such other business as may lawfully come before said meeting.

DATED this 24th day of September, 1998.


R. SCOTT MORRISON
Shareholder and Director


CHARLES E. WALDNER
Shareholder and Director

JOINT RESOLUTION OF OFFICERS, BOARD OF DIRECTORS
AND SHAREHOLDERS TO LIQUIDATE CORPORATION
PURSUANT TO PLAN OF LIQUIDATION

A joint special meeting of the Officers, Directors and Shareholders of W. M. FINANCIAL CORP., a Florida corporation ("Corporation") was held on September 15, 1998.

R. SCOTT MORRISON, President of the Corporation, presided and acted as Chairman and CHARLES E. WALDNER, as Secretary.

The Secretary presented the following waiver of notice of the meeting.

The Chairman presented a plan of liquidation and dissolution of the Corporation. After discussion, the following resolution was unanimously adopted by the Directors and the Shareholders.

RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution:

1. The Officers are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the Shareholders in proportion to the number of shares owned by them in cancellation of their shares.

2. As soon as practicable, the Officers shall take all

appropriate and necessary action to dissolve the Corporation under
Florida law.

The meeting was then adjourned.

W. M. FINANCIAL CORP.
a Florida corporation

BY: 

R. SCOTT MORRISON
as President

BY: 

CHARLES E. WALDNER
as Secretary

CONSENT OF SHAREHOLDERS OF

W. M. FINANCIAL CORP.

The undersigned, being the sole Shareholders of W. M. FINANCIAL CORP., a Florida corporation ("Corporation"), consent to the dissolution of the Corporation in accordance with a Resolution and Agreement adopted by the Board of Directors at its meeting held on the 15th day of September, 1998.

DATED this 24th day of September, 1998.



R. SCOTT MORRISON, Shareholder



CHARLES E. WALDNER, Shareholder