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MICHAEL J. CANAN
ALLEN R. GROSSMAN

December 21, 1999

EFFECTIVE DATE OF DISSOLUTION 12/31/99

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

Via Hand Delivery

To Whom It May Concern:

300003076653-6
-12/21/99-01053-023
*****43.75 *****43.75

Enclosed for filing, please find **Articles of Dissolution**, along with a check for the amount of **\$43.75** for the applicable filing fee and to obtain a **Certified copy of the Articles of Dissolution** for the following entity:

CITIZENS FIRST MORTGAGE COMPANY
Document Number: M80957

EFFECTIVE DATE
12/31/99

Upon receipt, please "date stamp" the photocopy of the letter attached for the records and please call Ann Cotroneo at 222-7717 when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

DISS.

KBP/amc
Enclosures
GHRCORP/GHR.282
Buchanan/2216-1

S. PAYNE DEC 22 1999

FILED
99 DEC 21 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 21 AM 11:21
TALLAHASSEE, FLORIDA

FILED

99 DEC 21 PM 2: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
CITIZENS FIRST MORTGAGE COMPANY
a Florida Corporation**

EFFECTIVE DATE

12/31/99

ARTICLE I. NAME

The name of this Corporation is CITIZENS FIRST MORTGAGE COMPANY.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on December 13, 1999.

ARTICLE III. SHAREHOLDER APPROVAL

Dissolution was approved by the sole shareholder of this Corporation and therefore the number cast for approval was unanimous and therefore sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV. JOINT WRITTEN ACTION

A copy of the joint written action of the Board of Directors and sole Shareholder of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors and Shareholder is attached hereto.

CITIZENS FIRST MORTGAGE COMPANY

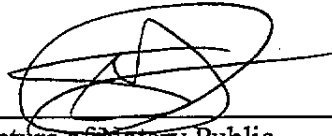
By:



Julie A. Coombs, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of December, 1999, by Julie A. Coombs, as President of CITIZENS FIRST MORTGAGE COMPANY, a Florida corporation.



Signature of Notary Public

AFFIX NOTARY STAMP



Sherry Spicer
My Commission CC873196
Expires September 22, 2003

(Print Notary Name)
My Commission Expires: _____
Commission No.: _____
 Personally known, or
 Produced Identification
Type of Identification Produced

CERTIFICATE

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of CITIZENS FIRST MORTGAGE COMPANY, a Florida corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Board of Directors and sole Shareholder of the Corporation by joint written action dated the 13th day of December, 1999.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 13th day of December, 1999.

CITIZENS FIRST MORTGAGE COMPANY

By: Julie A. Coombs
Julie A. Coombs, Secretary

(CORPORATE SEAL)

**JOINT WRITTEN ACTION
OF THE SHAREHOLDER
AND BOARD OF DIRECTORS OF
CITIZENS FIRST MORTGAGE COMPANY**

The undersigned, being all of the members of the Board of Directors, and the sole shareholder of CITIZENS FIRST MORTGAGE COMPANY, a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the directors of the Corporation have recommended dissolution to the sole shareholder of the Corporation;

WHEREAS, the sole shareholder of the Corporation has determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the directors and president of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. 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, 1999, the effective date of the complete liquidation and dissolution of the Corporation.

2. The directors and president of the Corporation are 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 directors and president of the Corporation are 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 sole shareholder, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

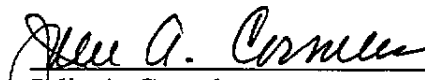
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The directors and president of the Corporation are 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.

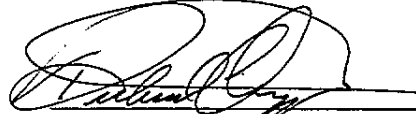
6. The directors and president of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, 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 this 13th day of December, 1999.



Julie A. Coombs
Sole Shareholder/Director



Richard O. Tupper, Director