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Law Office
McKINNON & McKINNON

Chartered
3405 Ocean Drive
Vero Beach, FL 32963

CHARLES R. McKINNON
CHARLES W. McKINNON

January 28, 2000

TELEPHONE (561) 234-4340
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FILED
FEB 10 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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RE: J. H. Day Communications, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of Articles of Dissolution of J. H. Day Communications, Inc., together with this firm's check, payable to your order, in the amount of \$43.75, representing the following costs and fees:

Filing Fee	\$35.00
Certified Copy (1)	<u>\$ 8.75</u>
TOTAL	\$43.75

Please certify and return the copy to my office.

Thank you for your attention and cooperation in this regard.

Sincerely yours,



Charles W. McKinnon

CWM/rmo
Enclosures
cc: Mr. & Mrs. J. H. Day

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V. SHEPARD FEB 14 2000

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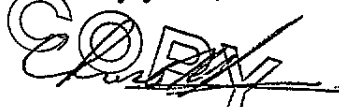
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cc: Mr. & Mrs. J. H. Day

2/7 Hold for Attachment
Rec'd 2/10

ARTICLES OF DISSOLUTION

OF

J. H. DAY COMMUNICATIONS, INC.

FILED
00 FEB 10 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporate officers, pursuant to Florida Statutes, Chapter 607, hereby and herewith submit these Articles of Dissolution for J. H. DAY COMMUNICATIONS, INC., which was organized under the laws of the State of Florida on March 24, 1993.

1. The names and respective addresses of the officers of the aforementioned corporation are:

J. Hamlin Day, President and Treasurer
625 E. Pointe Court SW
Vero Beach, Florida 32962

Virginia L. Day, Vice President and Secretary
625 E. Pointe Court SW
Vero Beach, Florida 32962

2. The names and respective addresses of the directors of the aforementioned corporation are:

J. Hamlin Day, President and Treasurer
625 E. Pointe Court SW
Vero Beach, Florida 32962

Virginia L. Day, Vice President and Secretary
625 E. Pointe Court SW
Vero Beach, Florida 32962

3. All debts, obligations and liabilities of the aforementioned corporation have been paid or discharged or adequate provision has been made therefor.

4. All the remaining property and assets of the aforementioned corporation have been distributed among its stockholders in accordance with their respective rights and interests.

5. There are no actions pending against the aforementioned corporation in any court.

6. A copy of the resolution to dissolve the aforementioned corporation, which was adopted by the stockholders of the corporation by unanimous written consent authorizing the dissolution as of January 1, 2000; is marked as Exhibit "A" is attached hereto and incorporated herein.

DATED this 28th day of January, 2000.

J. H. DAY COMMUNICATIONS, INC.

BY: J. Hamlin Day
J. Hamlin Day, President

ATTEST:

Virginia L. Day (Seal)
Virginia L. Day, Secretary

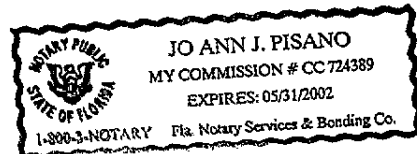
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. HAMLIN DAY and VIRGINIA L. DAY, who have produced FL Drivers License as identification or who are personally known to me to be the President and Treasurer and Vice President and Secretary, respectively, of the corporation named in the foregoing Articles of Dissolution, and they have taken an oath and acknowledged executing the same freely and voluntarily and under the authority duly vested in them by said corporation.

WITNESS my hand and official seal this 28th day of January, 2000.

Jo Ann J. Pisano
Notary Public, State of Florida



MINUTES OF A JOINT SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS OF
J. H. DAY COMMUNICATIONS, INC.

A joint special meeting of stockholders and directors of J. H. DAY COMMUNICATIONS, INC., a Florida corporation, was held at 980 Clipper Road, Vero Beach, Florida 32963 on the 1st day of January, 1999.

The following, being all of the stockholders and directors were present:

STOCKHOLDERS

J. Hamlin Day
Virginia L. Day

DIRECTORS

J. Hamlin Day
Virginia L. Day

J. Hamlin Day, President of the corporation, acted as Chairman of the meeting and Virginia L. Day, Secretary of the corporation, acted as Secretary thereof.

A written Waiver of Notice of the meeting signed by all of the stockholders and directors was then presented and read by the Secretary and was ordered appended to these Minutes.

The Chairman announced that the purpose of this meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. The accountant for the corporation, as asked for an opinion as to the tax results to the corporation and to the stockholders caused by the liquidation and distribution of the corporate assets. The Board of Directors expressed its opinion that it was advisable that the corporation be dissolved and the stockholders expressed a desire to liquidate and distribute the assets of the corporation. After hearing the explanation of the tax laws under the Internal Revenue Code, especially Section 337 thereof, and, after a full discussion by the stockholders and directors of the corporation; after a report by the President of the Corporation as to the financial condition of the corporation, the following resolution was unanimously adopted:

RESOLVED, that the following plan of liquidation pursuant to Section 337 of the Internal Revenue Code be, and the same is, hereby adopted:

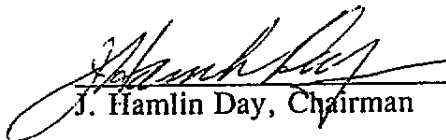
- (1) That the said corporation be dissolved and all of its assets distributed to its stockholders of record in redemption of all of its stock within, and not later than, twelve (12) months from the date of this resolution.
- (2) That all stockholders of record shall surrender for redemption all of the stock of the corporation, upon written demand of the President of the corporation, and the corporation shall distribute to said stockholders, in

EXHIBIT "A"

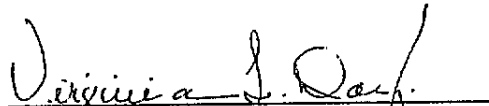
their pro rata share, as each stockholder's stockholding in the corporation bears to the total issued and outstanding stock of the corporation, all of the assets of the corporation, subject to all of the corporation's liabilities, if any, which stockholders shall assume, based on their pro rata share of the assets said stockholders shall receive.

- (3) That the corporation, by its duly authorized officers proceed to liquidate and transfer the assets to the stockholders in cancellation and redemption of the capital stock under Section 337 of the Internal Revenue Code and that said officers take such other action as is necessary, including the filing of such documents as are required for the stockholders, directors and officers under applicable laws.
- (4) That as soon as practicable after the distribution and transfer of the assets to the stockholders in exchange for their capital stock, corporate counsel shall file the necessary documents for the dissolution of the corporation pursuant to Florida law, and the officers of the corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.
- (5) That the officers and directors be, and they are hereby, empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the corporation in accordance with the plan of liquidation adopted pursuant to Section 337 of the Internal Revenue Code.

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


J. Hamlin Day, Chairman

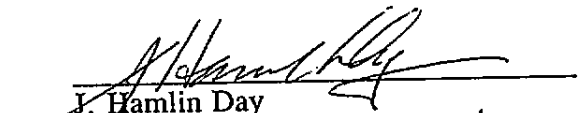
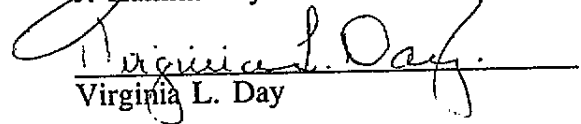
ATTEST:


Virginia L. Day, Secretary

(SEAL)

CALL AND WAIVER OF A
SPECIAL MEETING OF
J. H. DAY COMMUNICATIONS, INC.

We, the undersigned, being all of the stockholders and directors of J. H. DAY COMMUNICATIONS, INC., a Florida corporation, waive notice of the foregoing special meeting of stockholders and directors and consent to the holding of that meeting at the time and place specified.


J. Hamlin Day

Virginia L. Day