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FILED
JUN -1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

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-06/01/99--01148--019
*****87.50 *****43.75

Re: F.J. Frana, Inc.

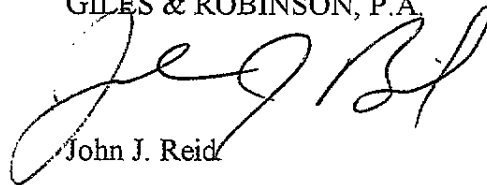
Gentlemen:

I am enclosing the original and one copy of the Articles of Dissolution and Minutes of Joint Meeting of Shareholders and Board of Directors authorizing the dissolution for the above-referenced corporation along with our check in the amount of \$87.50 to cover the costs for filing and a certified copy. After the dissolution has been filed, please return the certified copy to me by regular mail.

If you should have any questions, please contact my office.

Sincerely,

GILES & ROBINSON, P.A.


John J. Reid

JJR/ab
enclosure
cc: Frank J. Frana, III

Uold's

V. SHEPARD JUN 10 1999

ARTICLES OF DISSOLUTION
OF
F.J. FRANA, INC.

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WHEREAS, this corporation was formed June 17, 1993; and

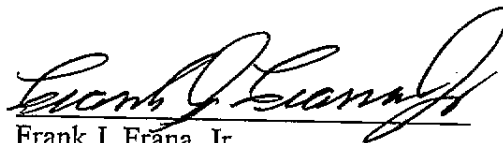
WHEREAS, the corporation has liquidated its assets pursuant to a Plan of Liquidation adopted on MAY 24TH, 1999; and

WHEREAS, the sole shareholder and the sole director of the corporation feel it is advisable and in the best interests of the corporation to terminate the corporation's existence;

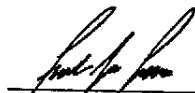
NOW, THEREFORE, this document is filed for the purpose of dissolving the corporation pursuant to Florida Statutes 607.1403 and in furtherance thereof it is stated as follows:

1. The name of the corporation is F. J. Frana, Inc.
2. The dissolution was authorized on MAY 24, 1999.
3. A copy of the resolutions by the Board of Directors and Shareholders to dissolve is attached. The number of votes cast by the shareholders was sufficient to approve dissolution.
4. The dissolution is effective as of the filing of these Articles of Dissolution.

DATED this 24TH day of MAY, 1999.



Frank J. Frana, Jr.
President



Frank J. Frana, III
Secretary

MINUTES OF JOINT MEETING OF
SHAREHOLDERS AND BOARD OF DIRECTORS OF
F.J. FRANA, INC.

A special meeting of the shareholders and Board of Directors of F.J. Frana, Inc. was held at the offices of the corporation, Sanford, Florida, on the 24TH day of MAY, 1999.

The directors and shareholders were either present in person and waived notice as a prerequisite to the proceedings herein recorded, or have indicated their consent to these proceedings by the signing hereof.

The meeting was called to order. Discussion was held concerning the liquidation of the corporation. After motions duly made, seconded and carried, the following resolutions were unanimously adopted:

BE IT RESOLVED that the directors and shareholders of the Corporation have made a reasonable and diligent search and have no knowledge of any outstanding claims against the Corporation.

BE IT FURTHER RESOLVED that in the judgment of the directors and shareholders of the Corporation, it is deemed advisable and to the benefit of the Corporation that it should be liquidated and dissolved.

BE IT FURTHER RESOLVED that effective this date, a plan of liquidation be, and hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions.

BE IT FURTHER RESOLVED that the proper officers of the Corporation be, and hereby are, authorized to liquidate any and all the properties of the Corporation which should be liquidated to facilitate the liquidation of the corporation.

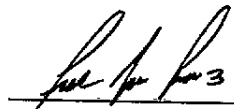
BE IT FURTHER RESOLVED that the proper officers of the Corporation be, and hereby are, authorized and directed to file the necessary documents with the Secretary of State of the State of Florida to dissolve this Corporation pursuant to Florida Statutes §607.1402 and §607.1403.

BE IT FURTHER RESOLVED that, after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the sole shareholder of the Corporation.

BE IT FURTHER RESOLVED that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of the Corporation's assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable.

BE IT FURTHER RESOLVED that the proper officers of this Corporation be, and hereby are, authorized and directed to pay all fees and taxes and to do or cause to be done such other acts and things as deemed necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

Dated: May 24, 1999



Frank J. Frana, III
Sole Director



Frank J. Frana, Jr.
Sole Shareholder