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SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

THURSTON A. SHELL
FLETCHER FLEMING
ROLLIN D. DAVIS, JR.
BOARD CERTIFIED REAL ESTATE LAWYER
M. J. MENGE
DANNY L. KEPNER
BOARD CERTIFIED CIVIL TRIAL LAWYER
CHARLES L. HOFFMAN, JR.
STEPHEN B. SHELL
MAUREEN DUIGNAN
BOARD CERTIFIED CRIMINAL TRIAL LAWYER
ALSO LICENSED IN NEW YORK
JAN SHACKELFORD
PAUL W. GROOM II
JOHN B. TRAWICK
BRADEN K. BALL, JR.

POST OFFICE BOX 1831
226 PALAFOX PLACE
NINTH FLOOR SEVILLE TOWER
AREA CODE 850
TELEPHONE 434-2411
FAX # 435-1074

November 4, 1998

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-11/06/98-01061-001
*****35.00 *****35.00

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

Gentlemen:

We hand you the Articles of Dissolution of Gauthier's Restaurant & Associates, Inc. which was adopted by the corporation and approved by all of its shareholders and directors. Please file the Articles of Dissolution in the records of your office and provide us with your certificate evidencing such filing. We enclose this firm's check payable to your order in payment of the required filing fee.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

By *Fletcher Fleming*

FF/pfh
Enclosures

FILED
98 NOV -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*VOIDS
machine corp
XPG
11-9*

ARTICLES OF DISSOLUTION
OF
GAUTHIER'S RESTAURANT AND ASSOCIATES, INC.

I. The name of this Corporation is GAUTHIER'S RESTAURANT AND ASSOCIATES, INC., which was duly incorporated on September 13, 1993, by the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President/Secretary/Treasurer:

David R. Williams
29104 Canal Road East
Orange Beach, AL 36561

Vice-President:

Nancy S. Hill
29104 Canal Road East
Orange Beach, AL 36561

III. The name and post office address of each of the directors of the Corporation are as follows:

David R. Williams
29104 Canal Road East
Orange Beach, AL 36561

Nancy S. Hill
29104 Canal Road East
Orange Beach, AL 36561

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged, or other arrangements made.

V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests. All shares of stock have been surrendered and are cancelled as of the date of the execution

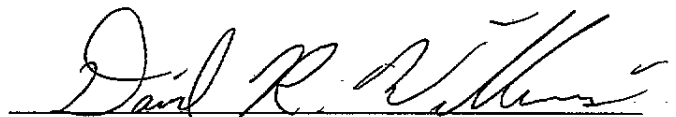
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of these articles.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors, and such number is sufficient for approval of this action. A copy of the consent is incorporated and attached as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 13 day of August, 1998, in Escambia County, Florida.

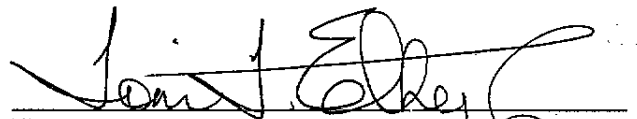

DAVID R. WILLIAMS, President

ATTEST:


DAVID R. WILLIAMS, Secretary

STATE OF ~~FLORIDA~~ ALABAMA
COUNTY OF ~~ESCAMBIA~~ BALDWIN

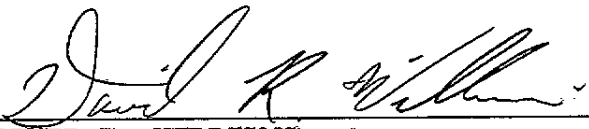
Before me personally appeared DAVID R. WILLIAMS, known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution of GAUTHIER'S RESTAURANT AND ASSOCIATES, INC., a Florida corporation, on behalf of the corporation.


NOTARY PUBLIC - STATE OF ~~FLORIDA~~ ALABAMA
Typed Name: Toni T. Etheridge
My Commission Expires: 8/14/2001

WRITTEN CONSENT OF
DIRECTOR AND SHAREHOLDER

The undersigned, being a director and shareholder of GAUTHIER'S RESTAURANT AND ASSOCIATES, INC., hereby consents to the filing of the Articles of Dissolution to which this Consent is attached.

EXECUTED this 13 day of August, 1998.

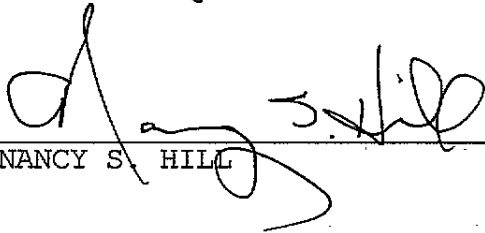


DAVID R. WILLIAMS

**WRITTEN CONSENT OF
DIRECTOR AND SHAREHOLDER**

The undersigned, being a director and shareholder of GAUTHIER'S RESTAURANT AND ASSOCIATES, INC., hereby consents to the filing of the Articles of Dissolution to which this Consent is attached.

EXECUTED this 13th day of August, 1998.



NANCY S. HILL