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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

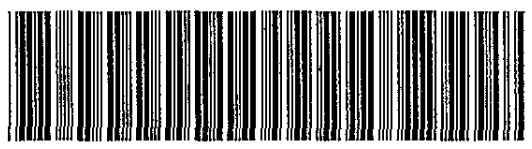
(Business Entity Name)

(Document Number)

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04 SEP -2 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN SEP - 9 2004

Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
603 Indian Rocks Road
Belleair, FL 33756-2056

(727) 449-2500

Fax: (727) 461-5655

August 30, 2004

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


**RE: ARTICLES OF DISSOLUTION OF
HALLMARK HOSPITALITY, INC.**

Dear Sir or Madam:

I am enclosing an original set of Articles of Dissolution, along with the Unanimous Resolution of the Stocholders and Directors regarding the above-referenced corporation, as well as a check in the amount of \$35.00 for the filing fee.

In the event of any questions, please call.

Very truly yours,



THOMAS W. RUGGLES

TWR/ksf

Enclosures

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**ARTICLES OF DISSOLUTION
OF
HALLMARK HOSPITALITY, INC.**

FILED
04 SEP -2 PM 4:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation adopts for filing pursuant to law the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. **Name.** The name of the Corporation is **HALLMARK HOSPITALITY, INC.** and whose FEIN is 59-3204138.

2. **Date Incorporated.** The Corporation was incorporated on the 22nd day of September, 1993, Florida Secretary of State Document #P93000066091.

3. **Date Dissolution Authorized.** The Corporation was duly authorized for dissolution on the 24 day of August, 2004 to be dissolved effective as of the 1st day of September, 2004.

4. **Dissolution with Unanimous Approval of Shareholders.** A copy of the resolution to dissolve is attached. That resolution was adopted by the unanimous vote and consent of the shareholders of the Corporation on the 24 day of August, 2004.

5. **Last Officers.** The name and address of its last officer is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel A. Engelhardt	4500 - 140 th Avenue North, Suite 1 Clearwater, FL 33762
Steven E. Engelhardt	4500 - 140 th Avenue North, Suite 1 Clearwater, FL 33762

6. **Last Director.** The name and address of its last director is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel A. Engelhardt	4500 - 140 th Avenue North, Suite 1 Clearwater, FL 33762

7. **Debts.** All debts, obligations and liabilities of the Corporation have been paid.

8. **Assets.** All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interest.

9. **No Actions Pending.** There are no actions pending against the Corporation in any court.

Articles of Dissolution of
Hallmark Hospitality, Inc.

DATED this 24 day of August, 2004 at Clearwater, Pinellas County, Florida.

HALLMARK HOSPITALITY, INC.

By: *Daniel Engelhardt*
DANIEL A. ENGELHARDT, its President

Attest:

By: *Steven E. Engelhardt*
STEVEN E. ENGELHARDT, its Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing document was acknowledged before me on the 24 day of August, 2004 by DANIEL A. ENGELHARDT, President of HALLMARK HOSPITALITY, INC., who: is personally known to me, or is not personally known to me, who produced _____ as identification.

NOTARY PUBLIC

Thomas W. Ruggles

State of Florida at Large
Commission Number & Expiration Date:

STATE OF FLORIDA
COUNTY OF PINELLAS



Thomas W. Ruggles
MY COMMISSION # DD005897 EXPIRES
April 8, 2005
BONDED THRU TROY FAIR INSURANCE INC

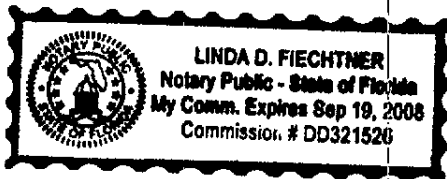
The foregoing document was acknowledged before me on the 26 day of August, 2004 by STEVEN E. ENGELHARDT, Secretary of HALLMARK HOSPITALITY, INC., who: is personally known to me, or is not personally known to me, who produced _____ as identification.

NOTARY PUBLIC

Linda D. Fiechtner

State of Florida at Large
Commission Number & Expiration Date:

DD321526



**UNANIMOUS RESOLUTION OF THE STOCKHOLDER AND DIRECTOR OF
HALLMARK HOSPITALITY, INC.
FOR LIQUIDATION AND DISSOLUTION OF CORPORATION**

The undersigned, being all of the Stockholders and Directors of **HALLMARK HOSPITALITY, INC.**, a Florida corporation, ("Corporation") at a meeting duly held pursuant to notice unanimously adopted the following resolutions:

RESOLVED, that the Corporation shall cease corporate activity as of the 1st day of September, 2004 and will enter into a Plan of Distribution fully effective as of September 1, 2004, in accordance with and pursuant to the provisions of the Florida General Corporation Law, and it is

FURTHER RESOLVED, that the Corporation will provide for payment of all liabilities and shall then distribute its remaining assets to the stockholders, and it is

FURTHER RESOLVED, that in accordance with such a Plan of Complete Liquidation, the officers, directors and the Certified Public Accountant for the Corporation be and they hereby are authorized and directed to:

1. Provide for the payment of all indebtedness owed by the Corporation to any creditor or lienor;
2. Distribute all of the then remaining assets in reduction and cancellation of all the outstanding stock of the Corporation;
3. To file all forms required by the Internal Revenue Service to evidence the complete liquidation and dissolution of the Corporation pursuant to the terms of the Internal Revenue Code;
4. File all other forms and documents required by the State of Florida and the United States Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
5. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida, and it is,

FURTHER RESOLVED, that the undersigned, being all of the Stockholders and Directors of the Corporation do hereby unanimously consent to the voluntary dissolution of such Corporation and do authorize and direct the appropriate officers of the Corporation to take all steps necessary or

Unanimous Resolution of the Stockholders
and Directors of Hallmark Hospitality, Inc.
for Liquidation and Dissolution of Corporation


appropriate to carry out the intent of the foregoing resolutions.

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers, directors and stockholders in connection with the foregoing determination to liquidate and dissolve the Corporation, and the distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED as of this 24 day of August, 2004.


DANIEL A. ENGELHARDT, President/
Director/Stockholder


STEVEN E. ENGELHARDT, Vice
President/Secretary/Stockholder


PAUL D. ENGELHARDT, Vice President/
Stockholder


BARBARA J. ENGELHARDT, Stockholder

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