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LAW OFFICES

ULLMAN & ULLMAN

PROFESSIONAL ASSOCIATION

BANK OF BOSTON FINANCIAL PLAZA

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HOWARD F. ULLMAN
MICHAEL W. ULLMAN
KIMBERLY K. RANGEL

April 8, 1999

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

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Re: Silver Oak Partners, Inc.
Our File No. 99-0023

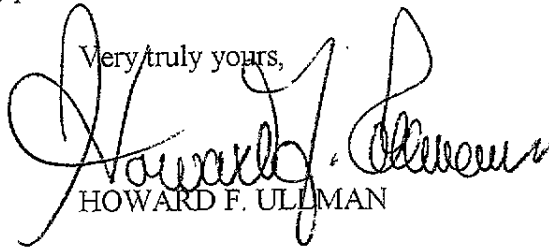
Dear Sir or Madam:

Enclosed for filing with your offices please find the following:

1. Original and two copies of Articles of Dissolution of Silver Oak Partners, Inc.;
2. Our firm's check in the amount of \$43.75 representing \$35.00 as filing fee and \$8.75 for a certificate of status; and
3. A postage paid return envelope.

Should you have any questions, please do not hesitate to telephone me.

Very truly yours,


HOWARD F. ULLMAN

HFU:tmk
Enclosures

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FILED
99 APR 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TLU APR 15 1999

ARTICLES OF DISSOLUTION

The name of the corporation is: SILVER OAK PARTNERS, INC.

1. The name(s) and respective address(es) of its officer(s) is/are:

Thomas Birch

~~3355 Pinewalk Dr., Apt. 205~~ 11971 GLENMORE DR.
Coral Springs, FL ~~33063~~ 33071

Aurora Birch

~~3355 Pinewalk Dr., Apt. 205~~ 11971 GLENMORE DR.
Coral Springs, FL ~~33063~~ 33071

2. The name(s) and respective address(es) of its director(s) is/are:

Thomas Birch

~~3355 Pinewalk Dr., Apt. 205~~ 11971 GLENMORE DR.
Coral Springs, FL ~~33063~~ 33071

Aurora Birch

~~3355 Pinewalk Dr., Apt. 205~~ 11971 GLENMORE DR.
Coral Springs, FL ~~33063~~ 33071

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

4. All the remaining property and assets of the corporation have been distributed to its shareholder in accordance with his rights and interests.

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

6. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by the holder of one hundred (100%) percent of the common shares of the corporation.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 29th day of March, 1999.

DATED this 29 day of March, 1999.


Thomas Birch, Director

SILVER OAK PARTNERS, INC.

**WRITTEN CONSENT OF STOCKHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS
AND BOARD OF DIRECTORS PURSUANT TO THE
FLORIDA GENERAL CORPORATION ACT**

**At a Meeting to Liquidate and Dissolve
Silver Oak Partners, Inc.**

The undersigned, being holder of One Hundred (100%) percent of the common shares of Silver Oak Partners, Inc. (hereinafter the "Corporation") and a director, hereby takes the following action by written consent in lieu of a Special Meeting of the Board of Directors and Stockholder.


RESOLVED, that the Corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code of 1954, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the Corporation have taken the following action as directed:

1. That a final tax return has been filed with the District Director of Internal Revenue Service at Chamblee, Georgia.
2. Transfer all of the assets of the Corporation to the stockholder in accordance with his rights and interests.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the Corporation.
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by Thomas Birch, holder of one hundred (100%) percent of the common shares and acting as the director to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: March 29, 1999.



Thomas Birch
Director