

P94000042046
JOHNSON AND JOHNSON, P.A.

ATTORNEYS AND COUNSELORS AT LAW
8810 GOODBY'S EXECUTIVE DRIVE • SUITE A
JACKSONVILLE, FLORIDA 32217

KEITH H. JOHNSON
BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

(904) 737-5930
FAX (904) 737-5966

R. DENISE JOHNSON

March 16, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002809575--5
-03/17/99--01002--021
*****87.50 *****43.75

Re: Capricorn Corporation

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Dissolution by Director for the above-referenced Florida corporation. Also enclosed is a check in the amount of \$87.50 (\$35.00 filing fee, \$52.50 certified copy) representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Keith H. Johnson

Enclosures
As stated

c: Brian D. Krupp

FILED
RECEIVED
99 MAR 17 PM 12:55
99 MAR 17 PM 12:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Voldie
TLE MAR 4 7 1999

ARTICLES OF DISSOLUTION BY DIRECTOR OF
CAPRICORN CORPORATION

To: Florida Department of State
Tallahassee, Florida 32304

FILED
99 MAR 17 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned being the sole director of the corporation hereinafter named, adopt the following articles of dissolution:

1. The name of the corporation is Capricorn Corporation.
2. The name and respective address of the officer of the corporation is as follows:

Brian D. Krupp, President and Secretary
25 Arbor Club Drive, #210
Ponte Vedra Beach, Florida 32082

3. The name and respective address of the director of the corporation is as follows:

Brian D. Krupp
25 Arbor Club Drive, #210
Ponte Vedra Beach, Florida 32082

4. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests or no property or assets remained to be distriubted among the

shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

6. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the corporation in any pending actions or proceedings.


7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or the corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on March 16, 1999. A copy of such written consent or resolution is attached to these articles.

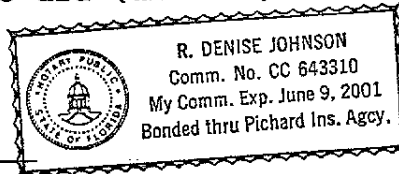

BRIAN D. KRUPP

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of March, 1999 by BRIAN D. KRUPP, who is personally known to me or who has produced p/k as identification and who did (did not) take an oath.

(SEAL)


NOTARY PUBLIC



MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

AND SHAREHOLDERS

OF

CAPRICORN CORPORATION

This special meeting of the directors and shareholders of Capricorn Corporation was held on the 16th day of March, 1999, at 12:00 o'clock A.m. at the corporate offices in Jacksonville, Florida.

Brian D. Krupp was chosen Chairman and Secretary of the meeting.

A waiver of notice of the meeting was executed by the directors of the corporation.

The purpose of the special meeting was to approve the dissolution of the corporation.

WHEREAS, the Board of Directors of the corporation adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of the shareholders; and

WHEREAS, the holders of more than a majority of the outstanding shares of the corporation have voted to authorize such dissolution;


After discussion and motion duly made, seconded, and carried, it was:

RESOLVED: that the Capricorn Corporation, a Florida corporation, be dissolved, and

FURTHER RESOLVED: that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent

to dissolve to all known creditors of and claimants against the corporation; and to take such further action as may be necessary or appropriate to carry out the intent of this resolution.

There being no further business to come before the Board of Directors and shareholders during this meeting, upon motion duly made and carried, the meeting was adjourned.



BRIAN D. KRUPP, Chairman/
Secretary