

P94000052820

MAY, MEACHAM & DAVELL

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
BANK OF AMERICA TOWER, SUITE 2602
ONE FINANCIAL PLAZA
FORT LAUDERDALE, FLORIDA 33394-1697

PAUL M. MAY (1954-1999)
ROBERT C. MEACHAM
WILLIAM C. DAVELL
CAROLYN B. FRANK
LISA K. HERMANN
JEFFREY S. WOOD
CHRISTOPHER D. BARBER, P.A., OF COUNSEL

FORT LAUDERDALE (954) 763-6006
MIAMI (305) 944-8291
TELEFAX (954) 764-5367

July 30, 2001

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

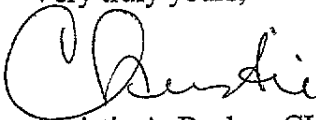
600004519736--9
-08/06/01--0110--017
*****35.00 *****35.00

Re: American Tollroad Company, Inc.

To Whom it May Concern:

Please find enclosed the original Articles of Dissolution for the above corporation, along with our check in the amount of \$35.00 representing the filing fee for same. Kindly process these Articles in your usual manner.

Very truly yours,



Christie A. Becker, CLA
Certified Legal Assistant
MAY, MEACHAM & DAVELL, P.A.

/cab

Dissolution
HFS

8-14-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG -6 PM 12:39

AMERICAN TOLLROAD COMPANY, INC.
ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

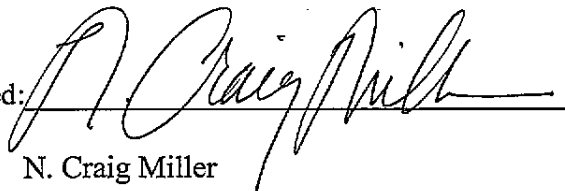
2001 AUG -6 PM 12:40

A majority of the Shareholders of the American Tollroad Company, Inc. have elected to dissolve the corporation based on a vote of the shareholders on July 20th, 2001. The percentage of shareholders voting in favor of dissolution was 100% of all eligible shareholders.

These articles of dissolution were unanimously voted on and passed this 20th day of July, 2001 by the Board of Directors.

ON BEHALF OF THE AMERICAN TOLLROAD
COMPANY, INC.

Signed: _____



N. Craig Miller
Chairman of the Board and Sole Shareholder

Notary:

Sworn to and subscribed before me this 24 day of July, 2001, by N. Craig Miller, who is personally known by me.



NOTARY PUBLIC - STATE OF FLORIDA
MICHELE BRUHN
COMMISSION # CC834680
EXPIRES 8/8/2003
BONDED THRU ASA 1-888-NOTARY1