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R O M A N & R O M A N

Professional Association - Attorneys at Law

Thomas A. Roman Paula C. Roman Peter T. Roman Stephenie A. Fenton

2196 Main Street Suite L Dunedin Florida 34698

Telephone 727-736-2515 Facsimile 727-736-3234

www.romanromanlaw.com roman-roman-law@mindspring.com

April 14, 1999

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*****35.00 *****35.00

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

Re: C & H Vending, Inc.

Dear Sir:

Enclosed please find the original Articles of Dissolution for the above-referenced matter. Also enclosed is our check in the amount of \$35.00 to cover the cost of filing. Once the Articles of Dissolution have been filed, please return same to this office in the envelope provided for our convenience.

Should you have any questions regarding the enclosed, please do not hesitate to contact this office.

Sincerely,

ROMAN & ROMAN, P.A.

Stephenie A. Fenton

Stephenie A. Fenton

SAF:rfd
enclosure

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VS APR 22 1999
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ARTICLES OF DISSOLUTION

FILED
99 APR 20 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, FL 32304

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, **C & H VENDING, INC.**, a Florida corporation, adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **C & H VENDING, INC.**
2. The names and respective addresses of the officers of the corporation are as follows:

Robert A. Hazzard
President/Treasurer
618 House Wren Circle
Palm Harbor, FL 34683

Brian Claar
Vice President/Secretary
27 Bent Grass Place
The Woodlands, Texas 77381

3. The names and respective addresses of all of the directors of the corporation are as follows:

Robert A. Hazzard
618 House Wren Circle
Palm Harbor, FL 34683

Brian Claar
27 Bent Grass Place
The Woodlands, Texas 77381

4. The names and respective addresses of the shareholders of the corporation are as follows:

Robert A. Hazzard
618 House Wren Circle
Palm Harbor, FL 34683

Brian Claar
27 Bent Grass Place
The Woodlands, Texas 77381

5. All liabilities and obligations of the corporation have been paid or discharged.

6. No property or assets remain to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

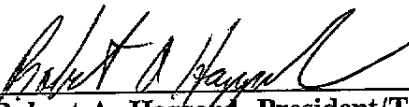
7. There are no actions pending against the corporation in any court.

8. On ~~March~~ ^{April} 13, 1999, the corporation elected to dissolve by unanimous written consent of its shareholders and directors, and the number of votes cast for dissolution was sufficient for

approval. A copy of such written consent or resolution is attached to these Articles as **Exhibit "A."**

DATED this 13th day of ~~March~~ ^{April} 1999.

C & H VENDING, INC.

By: 
Robert A. Hazzard, President/Treasurer

Corporate Seal:

Attested to:
By: 
Brian Claar, Vice President/Secretary

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UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETINGS OF
SHAREHOLDERS AND BOARD OF DIRECTORS
OF
C & H VENDING, INC.

Unanimous Consent of Shareholders and Directors in
Lieu of Special Meetings of Shareholders and Board of Directors
Pursuant to Sections 607.0704 and 607.0821, Florida Statutes

The undersigned persons, being all of the Shareholders and all of the Directors on the Board of Directors of **C & H VENDING, INC.** (the "Corporation"), hereby take the following actions by written consent in lieu of a meeting pursuant to Sections 607.0704 and 607.0821, of the Florida Statutes:

WHEREAS, the Corporation is no longer actively conducting business;
and

WHEREAS, it is the desire of all of the Shareholders and all of the Directors on the Board of Directors of the Corporation to dissolve the Corporation.

NOW, THEREFORE, be it RESOLVED as follows:

1. That the Corporation be dissolved.


2. That the President and Secretary of the Corporation be and they hereby are authorized and directed to have prepared and to execute any and all further documents that may be necessary and required in order to effectuate the dissolution of the Corporation including but not limited to filing Articles of Dissolution of the Corporation with the Florida Secretary of State's office.

3. A facsimile copy of this Unanimous Consent in Lieu of Special Meetings of the Shareholders and Directors on the Board of Directors of the Corporation, and any signatures hereon shall be considered for all purposes as originals.

Dated: ~~March~~ ^{April} 13, 1999.



ROBERT A. HAZZARD
Shareholder and Director



BRIAN CLaar
Shareholder and Director