

P94000075211

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December 12, 1996

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

100002030341--7
-12/17/96--01048--022
*****35.00 *****35.00

RE: M & L Enterprises, Inc. - Dissolution

Dear Sir/Madam:

Enclosed you will find Articles of Dissolution, along with a check in the amount of \$35.00. Please dissolve the corporation and provide verification to our office at your earliest convenience.

Thank you for your cooperation in this regard.

Very truly yours,

Lori L. Campbell

Lori L. Campbell
Paralegal

Encl.

SH 1/4
Diss

97 JAN 13 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

Lori L. Campbell
Edward P. Jordan II P.A.
13543 E. Hwy. 50
Clermont, FL 34711

SUBJECT: M & L ENTERPRISES, INC.
Ref. Number: P94000075211

We have received your document for M & L ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the date the dissolution was authorized.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00057907

ARTICLES OF DISSOLUTION
OF
M & L ENTERPRISES, INC.

Pursuant to Section 607.1401 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution:

FIRST: The name of the Corporation is M & L Enterprises, Inc.

SECOND: The articles of incorporation were filed on October 10, 1994

THIRD: The Corporation's address is 1732 North Donnelly Street, Mt. Dora, Florida.

FOURTH: The net assets of the Corporation remaining after winding up are being distributed to the shareholders of the Corporation.

FIFTH: It is anticipated that the assets of the corporation will not satisfy the corporate debts.

SIXTH: All of the Shareholders and majority of the Directors of the Corporation have either by proxy or in person elected to have the Corporation dissolved.

Dated: December 13, 1996.

M & L Enterprises, Inc.

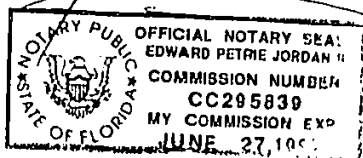
By: Lilly L. Sepulveda [signature]
Lilly L. Sepulveda
Shareholder/Director
Chairman of the Board

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

I, Lilly L. Sepulveda, do hereby certify that all of the statements in the foregoing instrument are true and correct, that the Articles of Dissolution of M & L Enterprises, Inc. were adopted by a majority of the shareholders and directors, and that I signed the foregoing instrument as an incorporator of the Corporation.

Lilly L. Sepulveda [signature]
Lilly L. Sepulveda



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**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
and DIRECTORS OF M & L ENTERPRISES, INC.**

Pursuant to Sections 607.0704, and 607.0821 of the Florida Statutes, the undersigned, as holder of all of the issued and outstanding shares of common stock of M & L ENTERPRISES, INC., Florida corporation (the "Corporation") and the directors of the Corporation, do hereby adopt the following resolutions in lieu of a meeting of shareholders and directors:

WHEREAS, a special meeting of the Corporation's shareholders and directors was held on December 9, 1996, at the offices of the Corporation, at which meeting, Lilly Sepulveda attended, representing 50 % of the outstanding shares of the Corporation and also attended as named director of the Corporation. The other Shareholder and Director, Miosoti Sepulveda having not appeared, however having previously executed that certain Proxy, appointing Lilly L. Sepulveda as here lawful attorney and agent and to vote as proxy as any shareholders meeting. The original Proxy is located in the corporate minutes.

WHEREAS, we, the incorporators, shareholders, and directors of the Corporation, have determined that it is in the best interests of the Corporation that the Corporation be voluntarily dissolved;

WHEREAS, it is recommended to the Shareholders that the Corporation be dissolved and be submitted to vote of the Shareholders.

RESOLVED, that the Corporation be dissolved and that the shareholders have duly met and considered the advisability of dissolving the corporation and consent to the same.

RESOLVED FURTHER, that Edward P. Jordan II, Esq. is directed to prepare articles of dissolution and to file the articles with the Secretary of State of Florida as soon as practicable.

RESOLVED FURTHER, that Lilly L. Sepulveda is hereby authorized and directed to pay any outstanding expenses and debts of the corporation, and to return to the subscribers any amounts actually paid in for subscriptions and remaining after payment of expenses.

RESOLVED FURTHER, that Lilly L. Sepulveda is hereby authorized and directed to pay any outstanding expenses and debts of the corporation by liquidating the corporation's assets, and to distribute to the shareholders in proportion to their interests, any assets remaining after payment of all corporate debts and obligations.

IN WITNESS WHEREOF, the undersigned has executed this instrument
this 11th day of December 11, 1996.

Lilly L. Sepulveda
Lilly L. Sepulveda
Shareholder and Director
Chairman of the Board

