

P94000091592

Florida Department of State
Division of Corporations
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DISSOLUTION SEVEN GATORS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 2000

SEVEN GATORS, INC.
P.O. BOX 1608
TARPON SPRINGS, FL 34688-1608

SUBJECT: SEVEN GATORS, INC.
REF: P94000091592

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000004332
Letter Number: 600A00003906

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION
OF
SEVEN GATORS, INC.

The undersigned, as President of SEVEN GATORS, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: SEVEN GATORS, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of SEVEN GATORS, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of SEVEN GATORS, INC., will be distributed to its stockholders in accordance with their rights and interests after such assets were used to satisfy the liabilities and obligations of SEVEN GATORS, INC..
4. Pending Action: There are no actions pending against SEVEN GATORS, INC., in any court.
5. Stockholder Action: Attached hereto is an executed Special Corporate Action by Written Consent of Voting Shareholders and Directors of SEVEN GATORS, INC., to dissolve the Corporation. A total of 100 shares out of 100 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 17 day of January, 2000, and shall be effective as of the date filed with the Florida Department of State.

The undersigned has executed these Articles of Dissolution on the 17 day of January, 2000.

SEVEN GATORS, INC., a Florida
corporation

By: 

Lew Friedland, President

Prepared by:
Bruce H. Bokor, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0150340
204323.01

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WRITTEN CONSENT BY
VOTING SHAREHOLDERS AND DIRECTORS
OF
SEVEN GATORS, INC.

The voting shareholders and directors of SEVEN GATORS, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The voting shareholders and directors of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the voting stockholders and directors:

RESOLVED, that the following plan of complete liquidation of SEVEN GATORS, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The officers and directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the stockholders of the Corporation upon cancellation of the shares owned by each stockholder.

Prepared by:
Bruce H. Bokor, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0150340
204323.01

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The officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholders, and cancel their shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

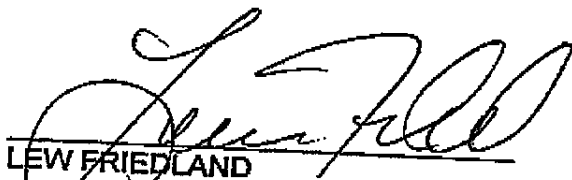
If a reserve is established for claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the stockholders as soon as practicable.

The actions of the directors and officers of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

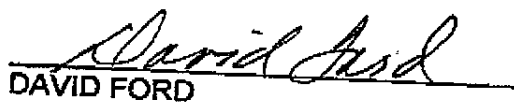
The undersigned do hereby give their written consent to the foregoing actions.

Dated this 17th day of January, 2000.

DIRECTORS:


LEW FRIEDLAND


DANIEL E. ALDRIDGE


DAVID FORD

VOTING SHAREHOLDER:

JAMES P. GILLS, JR.
REVOCABLE TRUST U/A/D 5/31/91

By: 
James P. Gills, Jr., Trustee

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