

P95000003776

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Midbay Investments, Inc.

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-12/21/99--01053--008
*****43.75 *****43.75

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ☒ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

FILED
DEC 21 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEC 21 AM 10:29
TALLAHASSEE, FLORIDA

C. COULLIETTE DEC 21 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

12/21 9:52

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

99 DEC 21 AM 11:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

1. The name of the corporation is Midbay Investments Inc., a Florida corporation (the "Corporation").

2. The name and respective address of the officers of the Corporation are:

President/Secretary/
Treasurer

T.C. Crawford
151 Regions Way, Suite 1F
Destin, Florida 32541

3. The name of the sole Director of the Corporation is T.C. Crawford and his mailing address is 151 Regions Way, Suite 1F, Destin, Florida 32541.

4. All debts, liabilities and other obligations of the Corporation have been paid or discharged or adequate provision has been made therefore.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to the following Stockholder(s) in the following proportions:

STOCKHOLDER

PERCENTAGE INTEREST

T.C. Crawford

100%

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached.

Also, the attached resolution was adopted by all the Stockholder(s) of the Corporation on the same date that the same was adopted by the Board of Directors.

WITNESSES:

[Signature]
Print Name: CHRISTOPHER M. PALM

Berinda J. McAvoy
Print Name: Berinda J. McAvoy

MIDBAY INVESTMENTS, INC.

By: T.C. Crawford
T.C. Crawford -
President

ATTEST:


T.C. Crawford
T.C. Crawford -
Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared T.C. Crawford, the President and Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17 day of December, 1999.

Barbara G. Moore
Notary Public
My Commission Expires:

 Barbara G Moore
My Commission CC874328
Expires September 26, 2003

CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of Midbay Investments, Inc., a Florida corporation (the "Corporation") and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and all the Stockholder(s) of the Corporation in connection with the complete liquidation of the Corporation under the Business Corporation Act of its state of incorporation.

WITNESS my hand as Secretary of the Corporation this 17th day of DECEMBER, 1999.

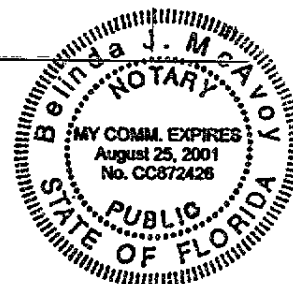
T.C. Crawford
T.C. Crawford - Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared T.C. Crawford, the Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17th day of December, 1999.

Belinda J. McAvoy
Notary Public
My Commission Expires:



PLAN OF LIQUIDATION
[Unanimous Written Consent of All
Director(s) and Stockholder(s)]

CORPORATION: Midbay Investments, Inc., a Florida
corporation

DATE: Effective December 9, 1999

The undersigned, being the sole Director and Stockholder of the Corporation, does hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Corporation shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan") to be finalized in all events by the 31st day of December, 1999:

1. The President of the Corporation shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Corporation which in the President's reasonable judgment should be sold or liquidated to facilitate the liquidation of the Corporation, which sale shall take place by December 31, 1999 (if at all).

2. Prior to the final liquidation of the Corporation:

(a) All then known debts, obligations and liabilities of the Corporation which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Corporation, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Corporation, and (iii) attorneys' and accountants' expenses.

(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors of the Corporation, the remaining assets of the Corporation to the Stockholder(s) in proportion to their stock ownership.

3. The Board of Directors of the Corporation shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

4. Upon the distribution of the remaining assets of the Corporation pursuant to the Plan, the Corporation shall be dissolved pursuant to the laws of the state in which the Corporation was established (which dissolution shall take place on or before December 31, 1999).

5. The President and the Secretary, and any Assistant Secretary of the Corporation, shall be authorized, empowered and directed in the name and on behalf of the Corporation, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the President of the Corporation to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the President may deem necessary or appropriate to consummate any sale of any assets of the Corporation, or to effectuate or carry out the Plan or to effect the dissolution of the Corporation.

WITNESSES:

Belinda J. McAuley
Print: Belinda J. McAuley
Gillian Waybright
Print: Gillian Waybright

T.C. Crawford
T.C. Crawford -
DIRECTOR/STOCKHOLDER