

SMITH  
SAUER  
& DEMARIA  
ATTORNEYS AT LAW

P95000034856

May 16, 2000

G. Thomas Smith  
Board Certified  
Real Estate Attorney

Secretary of State  
Corporate Records Division  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

600003257556--9  
-05/18/00--01084--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Corporate Document Number P95000034856  
Henley of Northwest Florida, Inc.

Dear Sir/Madame:

Enclosed please find the original a copy of the Articles of Dissolution for the above captioned corporate document number along with a check in the amount of \$35.00 to cover the filing fee. I have also enclosed copies of the Waiver of Notice and Minutes of the joint meeting of Shareholders and Directors in which the resolution to dissolve was unanimously approved. Please return the copy of the Articles of Dissolution to me date-stamped in the envelope enclosed. If you have any questions, please do not hesitate to call at (850) 434-2761.

Sincerely,

*Gloria Heckman*

Gloria Heckman  
Paralegal to  
G. Thomas Smith

/enclosures

FILED  
00 MAY 18 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000034856  
4/18  
5-18-00  
+ 12/16/00

ARTICLES OF DISSOLUTION

1. The name of the corporation is HENLEY OF NORTHWEST FLORIDA, INC.
2. The names and respective addresses of its officers are:

JOHN D. HENLEY, III      202 Bear Drive, Gulf Breeze, FL 32561  
JOHN D. HENLEY, IV      202 Bear Drive, Gulf Breeze, FL 32561  
KAREN H. WUEST      202 Bear Drive, Gulf Breeze, FL 32561

3. The names and respective addresses of its directors are:

JOHN D. HENLEY, III      202 Bear Drive, Gulf Breeze, FL 32561  
JOHN D. HENLEY, IV      202 Bear Drive, Gulf Breeze, FL 32561

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation on the 21st day of April, 2000.

The Dissolution is to be effective on the 21st day of April, 2000.

DATED this 21st day of April, 2000.

John D. Henley, III  
President

Karen H. Wuest  
Secretary

FILED  
00 MAY 18 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

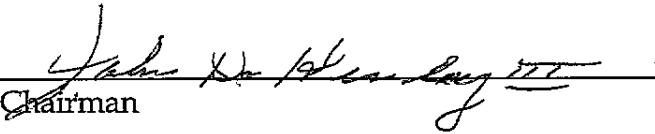
Revenue Service within the proper time limits.


RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED that the dissolution of the Corporation shall be effective as of  
4-21-00.

There being no further business before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated - 4-21-, 2000

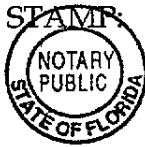
  
Chairman

  
Secretary

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me by John Henley III  
who is duly authorized as the President of Henley of Northwest Florida, Inc., a  
Florida corporation and who is personally known to me or produced \_\_\_\_\_  
as identification on this 21st day of April, 2000.

NOTARY STAMP:



MARIO ROUTH  
My Comm. Exp. 9/11/03  
No. CC 875434  
 Personally Known  
 Other I.D.

Mario Routh  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me by KAREN H. West  
who is duly authorized as the Secretary of Henley of  
Northwest Florida, Inc., a Florida corporation and who is personally known to me or  
produced \_\_\_\_\_ as identification on this 21st  
day of April, 2000.

NOTARY STAMP:



MARIO ROUTH  
My Comm. Exp. 9/11/03  
No. CC 875434  
 Personally Known  
 Other I.D.

Mario Routh  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_