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MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

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FRANKLIN G. CALLAS

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August 11, 1999

CERTIFIED RETURN RECEIPT REQUESTED, NO. Z 364 830 706

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: SOLSTICE SOUTH, INC.
Our File No. 4779.3

Dear sir or madam:

Enclosed herewith please find an original and a copy of the fully executed Articles of Dissolution and Statement of Intent to Dissolve **SOLSTICE SOUTH, INC.**, together with a check in the amount of \$43.75, representing the filing fee and the fee for a certified copy of the Articles and Statement of Intent.

Once the enclosed documents have been filed, please provide to me a certified copy thereof.

Thank you for your assistance.

Sincerely,


Mario G. de Mendoza, III

MGMIII:dw
Enclosures

Dissolution
HFS 8-23-99

600002961406--6
-08/16/99--01132--006
*****43.75 *****43.75

FILED
99 AUG 16 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGMIII/dw
4779.3
8/3/99

FILED
99 AUG 16 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
SOLSTICE SOUTH, INC.

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

ARTICLE I

The name of this corporation is: **SOLSTICE SOUTH, INC.**

ARTICLE II

Dissolution of this corporation was authorized by the Shareholders on the 3rd day of August, 1999.

ARTICLE III

The number of shareholders voting for such dissolution was 2, and the number of shareholders voting against such dissolution was 0; the number of shareholders voting for such dissolution being a sufficient number for approval. Evidence of such approval is reflected on the Statement of Intent to Dissolve, the same being attached hereto and made a part hereof by specific reference.

ARTICLE IV

The names and addresses of the Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Frederick B. Peterson	President	251 Royal Palm Way Palm Beach, FL 33480
Catharine B. Peterson	Secretary Treasurer	251 Royal Palm Way Palm Beach, FL 33480

Mario G. de Mendoza, III

Assistant
Secretary

251 Royal Palm Way
Palm Beach, FL 33480

Debra Wilkinson

Assistant
Secretary

251 Royal Palm Way
Palm Beach, FL 33480

ARTICLE V

The names and addresses of the Directors are:

NAME

ADDRESS

Frederick B. Peterson

251 Royal Palm Way
Palm Beach, FL 33480

Catharine B. Peterson

251 Royal Palm Way
Palm Beach, FL 33480

ARTICLE VI

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

ARTICLE VII

All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

ARTICLE VIII

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

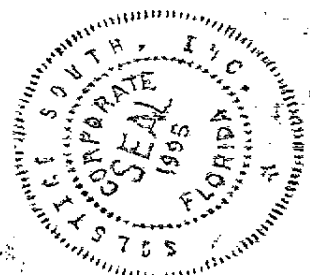
DATED this X 6 day of X August, 1999.

SOLSTICE SOUTH, INC.

By: X Frederick B. Peterson, President
Frederick B. Peterson, President

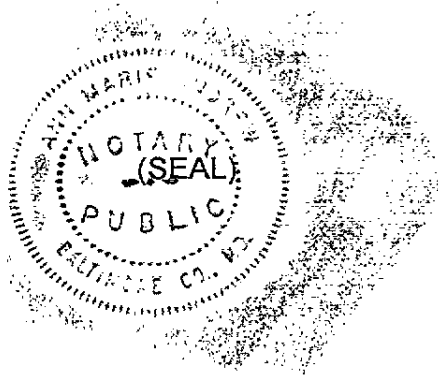
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MENDOZA AND CALLAS
ATTORNEYS AT LAW



STATE OF MARYLAND)
COUNTY OF X Baltimore)

The foregoing instrument was acknowledged before me by **FREDERICK B. PETERSON**, as President of SOLSTICE SOUTH, INC., a Florida corporation, who is personally known to me or who produced KNOWN as identification, on this 6th day of August, 1999.



Ann Marie Andrew, NOTARY PUBLIC

My commission number: _____

My commission expires: _____

ANN MARIE ANDREW
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 1, 2003

STATEMENT OF INTENT TO DISSOLVE
SOLSTICE SOUTH, INC.
BY ACT OF THE CORPORATION

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

1. The name of the Corporation is:

SOLSTICE SOUTH, INC.
2. The following Resolutions to dissolve the corporation were adopted by the Directors and Shareholders on the 3rd day of August, 1999:

DIRECTORS' RESOLUTION FOR DISSOLUTION OF THE CORPORATION

"BE IT RESOLVED that it is in the best interest of this Corporation that the Corporation be dissolved immediately in accordance with Section 607.1402 of the Florida Statutes, and that a Special Meeting of the Shareholders of the Corporation shall be called on the 3rd day of August, 1999, to be held at 251 Royal Palm Way, Palm Beach, Florida for the purpose of voting on the Resolution to dissolve the Corporation, and that the purpose of the meeting will be to vote upon the resolution of the Board of Directors recommending dissolution and that in the event the shareholders favorably vote upon the Resolution for Dissolution, then the President of the corporation shall prepare and execute Articles of Dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution."

ADOPTED unanimously by the Directors this 3rd day of August, 1999.

/s/ Frederick B. Peterson

SHAREHOLDERS' RESOLUTION FOR DISSOLUTION OF THE CORPORATION

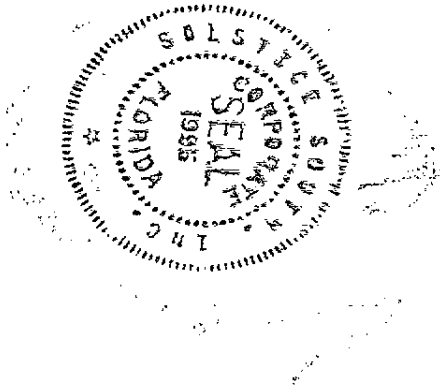
"BE IT RESOLVED that the Shareholders believe that it is in the best interest of the Corporation to dissolve in accordance with Section 607.1402 of the Florida Statutes, and hereby approve the Board of Directors' Resolution for dissolution and vote for dissolution of this Corporation."

ADOPTED unanimously by the Shareholders this 3rd day of August, 1999.

/s/ Frederick B. Peterson
/s/ Catharine B. Peterson

3. The number of shares of the corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500.
4. The number of shares voted for such resolution was 500; and the number of shares voted against such resolution was 0.

Dated this X 6th day of X August, 1999.



Frederick B. Peterson
Frederick B. Peterson, President

Catharine B. Peterson
Catharine B. Peterson, Secretary,
Treasurer, Director and Shareholder

Mario G. de Mendoza, III
Mario G. de Mendoza, III,
Assistant Secretary

Debra Wilkinson
Debra Wilkinson, Assistant
Secretary

SHAREHOLDER APPROVAL:

Frederick B. Peterson
Frederick B. Peterson

Catharine B. Peterson
Catharine B. Peterson