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THE BUCHANAN GROUP

317 Riveredge Boulevard P.O. Box 1000 Cocoa, FL 32923-1000

December 16, 1996

Corporate Records Bureau Division of Corporation Department of State P.O. Box 6327 Tallahassee, FL 32301

RE: J.D.W.M., Inc.

6000208586--3 -02/17/97--01008--010 *****35.00 ******35.00

Gentlemen:

Enclosed herewith please find an original and one copy of the necessary documents to dissolve the above named corporation:

- 1. Articles of Dissolution; and
- 2. Check for \$35.00 payable to the Secretary of State.

Kindly file the original and time stamp the copy and return to this office in the self addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to give me a call at (407)631-0070 Ext. 102.

Yours very truly,

Mark S. Buchanan

MSB/jag Enclosure(s)

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ARTICLES OF DISSOLUTION

COMES NOW, J.D.W.M. INC., a Florida Corporation and files this its

Articles of Dissolution with the Department of State for the State of Florida and affirmatively sets forth the following:

- 1. That the name of the Corporation is J.D.W.M., INC.
- 2. That on the 16 day of December, 1996, pursuant to the recommendation of the Board of of the Board of Directors of the Corporation as is authorized by Florida Statute 607.1401, the shareholders of the Corporation adopted a resolution authorizing the dissolution of the corporation.
- The Motion for Dissolution of the Corporation was carried unanimously by a vote of all of the shareholders of the Corporation.

4. That these Articles of Dissolution are effective as of the date subscribed herein below.

DATE: 12-16-96

MARK S. BUCHANAN SECRETARY

WITNESSES:

The foregoing instrument was acknowledged before me this 16 day of December, 1996 by Mark S. Buchanan, Secretary of J.D.W.M., Inc., who is personally known to me and who did take an oath.

NOTARY PUBLIC

MY COMMISSION EXPIRES:



RESOLUTION OF THE BOARD OF DIRECTORS RECOMMENDING DISSOLUTION OF THE CORPORATION

COME NOW, the undersigned, being Directors of J. D.W.M., INC.,

a Florida Corporation and recommend pursuant to Florida Statute 607.1402 to the shareholders

of the said Corporation that the said Corporation be dissolved pursuant to Florida Law and base
such recommendation on the following:

 That the Corporation has ceased to do business and it serves no further purpose to continue the existence of the Corporation.

WHEREFORE, each of the Directors have affixed his name hereunder subscribing to this recommendation, this 16 day of December, 1996.

Mark S. Buchanan

Secretary

Donald J. Long

Treasurer

CERTIFICATE OF SHAREHOLDERS ACTION

THE UNDERSIGNED, being the Secretary of J.D.W. M., INC. a Florida Corporation does hereby certify that on December 16, 1996 a meeting of all of the shareholders of the Corporation was held at which time the recommendation of the Board of Directors for dissolution of the Corporation was read to all shareholders.

THE UNDERSIGNED, Secretary of the Corporation does hereby certify that a Motion was carried unanimously to adopt the recommendation of the Board of Directors and the Motion made and duly seconded by the shareholders that the Corporation be dissolved immediately.

THE CORPORATION'S attorney was directed to prepare Articles of Dissolution for submission to the Officers for signatures.

IN WITNESS WHEREOF, the undersigned have set his hand this 16 day of December, 1996.

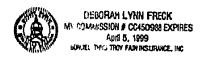
Mirk 9: Buchanan

Secretary

The foregoing instrument was acknowledged before me this 16 day of December, 1996 by Mark S. Buchanan who is personally known to me and who did take an oath and attested to the fact that the contents of the Certificate were accurate and correct.

NOTARY PUBLIC

MY COMMISSION EXPIRES:



WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

I, the undersigned representing all of the shareholders of J.D.W.M., INC. do hereby Waive notice of the Special Meeting of the Shareholders held the 16 day of December, 1996 at the offices of Mark S. Buchanan, 317 Riveredge Blvd., Cocca, Florida, 32922.

MARK S. BUCHANAN SECRETARY