

P95000095922

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JAMES R. STEARNS, P.A.

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August 20, 2004

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: M & A Financial, Inc.
Document No. P95000095922

Dear Sir/Madam:

Enclosed for filing please find the Articles of Dissolution of M & A Financial, Inc., along with a copy thereof and a check in the amount of \$35.00 for the filing fee. Please return a copy of the filed Articles of Dissolution to my office in the return envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,



James R. Stearns

JRS/jk

Enclosures

ARTICLES OF DISSOLUTION
OF
M & A FINANCIAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Department of State is M & A FINANCIAL, INC.


SECOND: The document number of the corporation is P9500095922

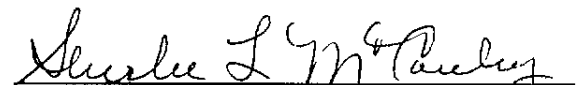
THIRD: The date that dissolution was authorized was August 19, 2004


The effective date of dissolution is August 19, 2004 or the date filed with the Department of State.

FOURTH: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 19 day of August, 2004.


H. LEE MCCAULEY, President, Director &
Shareholder


SHIRLEE L. MCCAULEY, Secretary, Director
Treasurer & Shareholder


KELLEY A. HALTER, Vice President