

P960000000035

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July 16, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Amendments

RE: Dissolution of Woods & Oviatt Realty, Inc.

Dear Sir or Madam:

800002947758-7
-08/02/99-01028-027
*****43.75 *****43.75

Enclosed please find the original and (1) one copy of the Articles of Dissolution for the above corporation, together with our check in the amount of \$43.75, representing \$35.00 for the filing fee and \$8.75 for a certified copy of the Articles of Dissolution. After the Articles of Dissolution have been filed, please return the Certified copy to my attention in the self-addressed, stamped envelope provided herein.

Sincerely,

Nancy Sommerfeld
Nancy Sommerfeld
Secretary to Walter L. Morgan

/ns
Enc.

C:\MyFiles\Corporate\WOODSANNE\SecSt diss.wpd

FILED
99 JUL 30 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution
LFT
8-2-99
685, 767

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July 27, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Amendments

RE: Dissolution of Woods & Oviatt Realty, Inc.

Dear Sir or Madam:

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Sincerely,



Nancy Sommerfeld
Secretary to Walter L. Morgan

/ns
Enc.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 1999

Nancy Sommerfeld
% Morgan, Olsen & Olsen
315 NE Third Avenue, Suite 200
Ft. Lauderdale, FL 33301

SUBJECT: WOODS & OVIATT REALTY, INC.
Ref. Number: P96000000035

We have received your document for WOODS & OVIATT REALTY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$43.75.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 499A00037383

RECEIVED
93 JUL 30 PM 11:12
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION OF
WOODS & OVIATT REALTY, INC.**

A FLORIDA CORPORATION

FILED

99 JUL 30 PM 3: 58

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation to be dissolved is WOODS & OVIATT REALTY, INC., a Florida corporation and the address is 2301 Southeast 17 Street Causeway, Ft. Lauderdale, Florida 33316.

ARTICLE II

The officers of Woods & Oviatt Realty, Inc. are as follows:

President -	Anne S. Woods
Vice President -	Anne S. Woods
Secretary -	Anne S. Woods
Treasurer -	Anne S. Woods

ARTICLE III

The Directors of WOODS & OVIATT REALTY, INC. are:

Anne S. Woods

ARTICLE IV

All liabilities and obligations of the corporation have been paid and discharged.

ARTICLE V

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

ARTICLE VI

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

ARTICLE VII

That the corporation has elected to dissolve by virtue of written consent by all shareholders set forth in that Waiver of Notice and Consent for Dissolution executed the 15th day of July, 1999, a copy of which is attached and marked Exhibit "A".

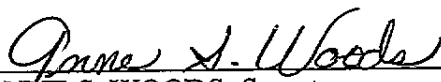
ARTICLE VIII

That the corporation's election for dissolution was further set forth in that Resolution dated the 15th day of July, 1999 as executed by its Shareholders and Directors and attested by the corporate secretary, a copy of which is attached hereto and marked Exhibit "B".

Executed by the undersigned this 15th day of July, 1999.


ANNE S. WOODS, President

ATTEST:


ANNE S. WOODS, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 15th day of July, 1999, by Anne S. Woods, who () is personally known to me or who (X) has produced Florida Drivers License as identification and who did/did not take an oath.



NANCY A SOMMERFELD
My Commission CC526357
Expires Jan. 22, 2000

Nancy A. Sommerfeld
Notary Public, State of Florida

Print name:

My Commission Expires:

(seal)

WAIVER OF NOTICE AND CONSENT FOR DISSOLUTION

OF

WOODS & OVIATT REALTY, INC.

I, the undersigned, Anne S. Woods, being the sole shareholder and director of WOODS & OVIATT REALTY, INC., a Florida corporation, do hereby waive all notice of the Special Meeting and do hereby consent to said meeting being held on the 15th day of July, 1999, at 8:30 A.M. at 315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301, said meeting being held for the primary purpose of the dissolution of WOODS & OVIATT REALTY, INC.

Dated the 15th day of July, 1999.



ANNE S. WOODS, Sole Shareholder/Director

EXHIBIT "A"

RESOLUTION OF
WOODS & OVIATT REALTY, INC.
A FLORIDA CORPORATION

RESOLVED, that in the judgment of the Board of Directors and Shareholders, it is deemed advisable and for the benefit of WOODS & OVIATT REALTY, INC. that said Corporation should be dissolved

RESOLVED FURTHER, that WOODS & OVIATT REALTY, INC. surrender its charter to the State of Florida and that it cease to be and exist as a corporation; and

RESOLVED FURTHER, that Anne S. Woods as the Secretary of WOODS & OVIATT REALTY, INC., is hereby authorized and directed to file the Articles of Dissolution with the Secretary of State of the State of Florida; and

RESOLVED FURTHER, that the Board of Directors of this Corporation is hereby authorized, empowered, and directed to do all things necessary and requisite to settle the affairs of the Corporation, to collect the outstanding debts, to provide for the payment of the liabilities and obligations of the Corporation, to distribute its assets, and to do all other things necessary to carry into effect the foregoing Resolution.

I, Anne S. Woods, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of WOODS & OVIATT, REALTY INC., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on January 2, 1996, and that such Resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as secretary and have caused the corporate seal of said Corporation to be hereunto affixed this 15th day of July, 1999.



Anne S. Woods, Secretary

EXHIBIT "B"

MINUTES OF SPECIAL MEETING
OF
WOODS & OVIATT REALTY, INC.

A Special Meeting of the Stockholders and Directors of WOODS & OVIATT REALTY, INC., was held pursuant to the Waiver of Notice and Consent for Dissolution, on the 15th day of July, 1999, at 8:30 a.m., at 315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301.

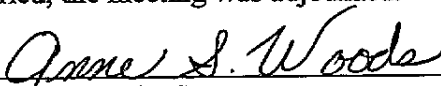
The President called the roll and found the following persons present: Anne S. Woods.

The first order of business was the approval of the dissolution of WOODS & OVIATT REALTY, INC. Upon motion duly made, seconded and unanimously carried, the dissolution was approved.

As the next order of business, Anne S. Woods was directed to file the Articles of Dissolution with the Secretary of State for the State of Florida and to do all things necessary to settle the affairs of the Corporation.

As the next order of business, Anne S. Woods submitted her resignation(s) to be effective at the consummation of the dissolution.

There being no further business for the Corporation to conduct at this time, upon motion being duly made, seconded and unanimously carried, the meeting was adjourned.



Anne S. Woods, Secretary