

P96000002382

SCOTT ALEXANDER WOOD

March 24, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

VIA CERTIFIED MAIL - RRR

RE: **ARTICLES OF DISSOLUTION
RETAIL ONE II, INC.**

400002822474--5
-03/29/99-01137-006
*****52.50 *****52.50

To Whom It May Concern:

Enclosed please find the "Articles of Dissolution" form pursuant to Section 607.1403, Florida Statutes, completed and signed by myself, as President, dissolving the corporation known as "Retail One II, Inc."

Also enclosed is my check #2063 in the amount of \$52.50 representing the following fees:

- \$35.00 Filing Fee for the Articles of Dissolution
- \$ 8.75 Certified Copy
- \$ 8.75 Certificate of Status
- \$52.50 Total Fee

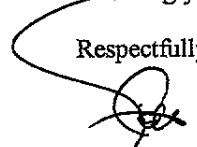
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have questions, please do not hesitate to call me at 813.251.2130. Otherwise, please mail the Certified Copy and Certificate of Status to the following address:

Scott Wood
P. O. Box 24418
Tampa, FL 33623-4418

Thanking you in advance, I am

Respectfully,



Scott Wood
SW/msw

Enclosures

P. O. Box 24418
Tampa, FL 33623-4418
(813) 251-2130 Phone
(813) 251-1915 Facsimile

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VS APR 6 1999

ARTICLES OF DISSOLUTION

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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 is: RETAIL ONE II, INC.

SECOND: The date dissolution was authorized: MARCH 22, 1999

THIRD: Adoption of Dissolution (CHECK ONE)

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

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

SHAREHOLDERS

(voting group)

Signed this 22ND day of MARCH, 1999.

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

SCOTT WOOD

(Typed or printed name)

PRESIDENT

(Title)