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REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
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February 14, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/16/01--01054--005
*****35.00 *****35.00

Re: Dissolution of Lee Island Ventures, Inc.

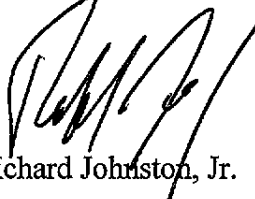
To Whom It May Concern:

Enclosed are the following:

1. Articles of Dissolution of Lee Island Ventures, Inc.;
2. Plan of Distribution of Assets of Lee Island Ventures, Inc.;
3. Check for \$35.00.

Please return the file stamped copy in the enclosed stamped envelope.

Sincerely,


Richard Johnston, Jr.

RJ/jrd
Enclosures
cc: Steve Brody

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION OF
LEE ISLAND VENTURES, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 617.1403, Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

1. The name of the corporation is Lee Island Ventures, Inc. ("Corporation"), successor by merger to Environmental System Services, Inc.

2. The dissolution was authorized by the board of directors pursuant to a resolution adopted January 24, 2001.

3. The dissolution was approved by the shareholders of the Corporation on or about January 24, 2001. The number of votes cast in favor of dissolution was one (1), which represented all of the shares in the Corporation and which is sufficient for approval pursuant to Florida law.

4. The dissolution by these Articles of Dissolution will take effect upon the filing of these Articles with the Secretary of State of the State of Florida.

Dated: January 24, 2001.

LEE ISLAND VENTURES, INC.

By: W. Steven Brody, President
W. Steven Brody, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS OF
LEE ISLAND VENTURES, INC.**

This Plan of Distribution of Assets ("Plan") is adopted this 24 day of January, 2001, by the board of directors of the Lee Island Ventures, Inc. ("Corporation") pursuant to Section 607.1406, Florida Statutes:

Factual Basis

I. The board of directors of the Corporation adopted a resolution recommending the dissolution of the Corporation on January 24, 2001. Pursuant to that resolution the shareholder of the Corporation has voted to dissolve the Corporation.

Terms and Conditions of Plan

1. The president and director of the Corporation shall, to the extent of the assets of the Corporation, discharge or pay or shall make provisions for the discharge or payment of a pro rata portion of the all liabilities and obligations of the Corporation existing on the date of this plan.

Dated: January 24, 2001.

LEE ISLAND VENTURES, INC.

By: W. Steven Brody
W. Steven Brody, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA