

P96000008221

December 01, 1996

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

RE: Ventana Group, Inc.

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 it 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.

Yours very truly,



Mark S. Buchanan

MSB/jag
Enclosure(s)

Diss

SH 12/23

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

Mark S. Buchanan
317 Riveredge Plaza
Cocoa, FL 32922

SUBJECT: VENTANA GROUP, INC.
Ref. Number: P96000008221

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please sign the enclosed check.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 796A00055436

FILED
96 DEC 19 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

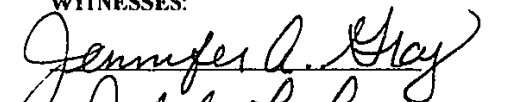
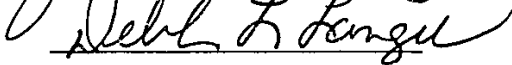
COMES NOW, VENTANA GROUP, INC., a Florida Corporation and files this its Articles of Dissolution with the Department of State for the State of Florida and affirmatively sets forth the following:

1. That the name of the Corporation is Ventana Group, Inc.
2. That on the 1 day of December, 1996, pursuant to the recommendation of the Board of Directors of the Corporation adopted a resolution authorized by Florida Statute 607.1401, the shareholders of the Corporation adopted a resolution authorizing the dissolution of the Corporation.
3. The Motion for the Dissolution of the Corporation was carried unanimously by a vote of all shareholders of the Corporation.
4. That these Articles of Dissolution are effective as of the date subscribed herein below.

DATE: December 1, 1996


Mark S. Buchanan
President

WITNESSES:

The foregoing instrument was acknowledged before me this 1 day of December, 1996 by Mark S. Buchanan, President of VENTANA GROUP, INC., who is personally known to me and who did take an oath.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



DEBORAH LYNN FRECK
MY COMMISSION # CC450088 EXPIRES
April 6, 1999
BORNED THROUGH THE FARM INSURANCE, INC.

**RESOLUTION OF THE BOARD OF DIRECTORS
RECOMMENDING DISSOLUTION OF THE CORPORATION**

COME NOW, the undersigned, being a Director of VENTANA GROUP, 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:

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

WHEREFORE, the President affixed his name hereunder subscribing to this recommendation, this 1 day of December, 1996.



Mark S. Buchanan
President

CERTIFICATE OF SHAREHOLDERS ACTION


THE UNDERSIGNED, being Secretary of VENTANA GROUP, INC., a Florida Corporation does hereby certify that on December 1, 1996 a meeting 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 the shareholders.

THE UNDERSIGNED Secretary of the Corporation does hereby certify 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.

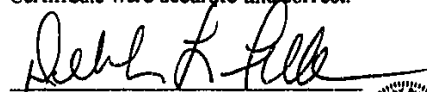
THE CORPORATION'S attorney was directed to prepare Articles of Dissolution for submission

to the Officers for signature.

IN WITNESS WHEREOF, the undersigned has set his hand this 1 day of December, 1996.


Mark S. Buchanan
Secretary

The foregoing instrument was acknowledged by me this 1 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:



DEBORAH LYNN FRECK
MY COMMISSION # CC450968 EXPIRES
April 5, 1999
BONDED THRU TROT FARM INSURANCE, INC.



MY COMMISSION # CC450968
EXPIRES APRIL 5, 1999
BONDED THRU TROT FARM INSURANCE, INC.

WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

I, the undersigned representing all of the shareholders of **VENTANA GROUP, INC.** do hereby
Waive notice of the Special Meeting of the shareholders held on 1 day of December, 1996 at the
offices of Mark S. Buchanan, 317 Riveredge Blvd., Cocoa, Florida 32922.



Mark S. Buchanan