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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

City State Zip Phone

CORPORATION(S) NAME

C.C. Kai & Associates, Inc

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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ARTICLES OF DISSOLUTION OF C.C. KELL & ASSOCIATES, INC.

To: Department of State
Tallahassee, Florida 32314

Date paid: _____
Filing Fee \$ _____

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act (i.e. Fla. Stat. § 607.1403 (1995)), C.C. KELL & ASSOCIATES, INC., ("the Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is C.C. KELL & ASSOCIATES, INC.
2. The name and respective address of the officer(s) of the Corporation is as follows: Claud C. Kell
1833 Halstead Blvd.
Tallahassee, FL 32308

3. The name and respective address of the director(s) of the Corporation is as follows: Claud C. Kell
1833 Halstead Blvd.
Tallahassee, FL 32308

4. Dissolution was authorized on 10-9, 1997.

5. The number of votes cast by both the Board of Directors and the Shareholders for dissolution was unanimous; and accordingly, such is sufficient for approval.

6. All liabilities and obligations of the Corporation have been paid or discharged (and/or adequate provision has been made for the payment thereof).

7. All the property and assets of the Corporation remaining (after the payment of all debts, obligations and liabilities of the Corporation) have been or will be distributed among the Corporation's Shareholders in accordance with their respective rights and interests.

8. There are no actions pending against the Corporation in any court.

9. The Corporation elected to dissolve by unanimous written consent of all of its Directors and Shareholders, and such written consent has been signed by all Directors and Shareholders of the Corporation. A copy of the written consent is attached to these Articles.

C.C. Kell & Associates, Inc.

By: Claud C. Kell
C l a u d C . K e l l ,
President

Date: 10-9, 1997.

NOTICE OF INTENT TO DISSOLVE

To The creditors of C.C. KELL & ASSOCIATES, INC.

Notice is given that C.C. KELL & ASSOCIATES, INC., a Florida corporation having its principal office at (P.O. Box 415), 1833 Halstead Blvd., Tallahassee, Florida, 32308, intends to dissolve, and that dissolution has been authorized by unanimous written consent of the Shareholders of the Corporation.

C.C. Kell & Associates, Inc.

By: Claud C. Kell
C l a u d C . K e l l ,
President

Date: 10 - 9, 1997.

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CERTIFICATE OF MAILING OF NOTICE OF INTENT TO DISSOLVE

The undersigned certifies that he is the duly elected President of C.C. Kell & Associates, Inc., a Florida corporation, and that on the date hereof, he sent by registered mail, to each known creditor of and claimant against the Corporation, a copy of the attached notice of intent to dissolve the Corporation.

C.C. Kell & Associates, Inc.

By:

Claud Kell

C l a u d C . K e l l ,
President

Date: 10 - 9, 1999.

JOINT RESOLUTION OF THE DIRECTORS AND SHAREHOLDERS
OF C.C. Kell & Associates, Inc.

WHEREAS, it is in the best interest of C.C. Kell & Associates, Inc. ("the Corporation") to terminate in that it has ceased doing business; and

WHEREAS, the Corporation has only one director, and one shareholder, consisting solely of the undersigned.

BE IT RESOLVED, the undersigned, in their capacity as the officers, directors and shareholders of the Corporation, have the Corporation's attorney, James R. Brewster, take all reasonable and necessary steps, pursuant to the provisions of Sections 607.1402 607.1403, Fla. Stat. (1995), for the purpose of dissolving the Corporation.

By: Claud C. Kell

Claud C. Kell,
As an Officer, Director, and
Shareholder of the
Corporation

Date: 10-9, 1992.