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March 3, 1999

Secretary of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Sands Instruments, Inc. (Dissolution)

800002794948--8
-03/04/99--01089--008
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith you will find the following:

1. Certified Copy of the Final Judgment of Dissolution.
2. Our check in the amount of \$35.00 to cover the statutory filing fee.

This Final Judgment of Dissolution should be recorded with the Secretary of State's office to show the date and time that Sands Instruments, Inc. was dissolved.

Sincerely,

Staats, White & Ramey

Robert B. Staats

FILED
99 MAR -4 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RBS/sbw

Enclosure

cc: Ms. Sue Wiggins

Dis. Perist (Mrs)
KRG
3/5

IN THE CIRCUIT COURT FOR THE FOURTEENTH JUDICIAL CIRCUIT
OF THE STATE OF FLORIDA, IN AND FOR BAY COUNTY

IN RE:

SANDS INSTRUMENTS, INC.,

CASE NO. 98-1300

DISSOLUTION.

FILED
99 MAR -4 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FINAL JUDGMENT OF DISSOLUTION

THIS CAUSE came on this day to be heard upon the complaint filed by San Marie Wiggins, and the answer filed herein by Sue Carolyn Day, and it appearing from the pleadings that the Petitioner, Sue Marie Wiggins, owns 50% of the authorized and issued stock of Sands Instruments, Inc., and that Sue Carolyn Day also owns 50% of the authorized and issued stock of Sands Instruments, Inc., and it further appearing to the Court that an impasse has occurred concerning the day to day of the operations of the corporation as provided in Chapter 607, Florida Statutes, sufficient to warrant the dissolution of the corporation, and it further appearing to the Court that both the Petitioner and the Respondent have requested that the corporation be dissolved, it is therefore

ORDERED, ADJUDGED AND DECREED as follows:

1. That the corporation, Sands Instruments, Inc., will immediately cease its day to day operations and will only conduct such business as may be necessary to fulfill its existing contractual obligations and to pay its just debts and obligations and wind up the affairs of the corporation.
2. All sums due the corporation by way of accounts receivable and specifically those sums due from OMI Surgical and others, shall be continued to be deposited in the

corporate account with Emerald Coast Bank, Panama City Beach, Florida.

3. As part of the winding up of the corporate affairs, the inventory of the corporate assets currently located at 6999 Willow Dale Drive, Cincinnati, Ohio, in the custody and possession of Sue Carolyn Day will be divided equally so that each of the shareholders receives an equal share. Within ten days from the date of this Order, Sue Marie Wiggins shall furnish to Sue Carolyn Day a list of the items of the inventory which she desires as her share of the corporate assets. Absent any objection to the proposed division, within ten days from the receipt of that written list, the inventory shall then be divided in accordance with said list and Sue Carolyn Day shall, at her expense, immediately ship to Sue Marie Wiggins, her portion of the inventory.

4. All funds on deposit in the corporate account with Emerald Coast Bank, Panama City, Florida, shall be retained there for the purpose of winding up the corporate affairs.

5. Within ten days from the date of this Final Judgment, Sue Marie Wiggins shall furnish to Sue Carolyn Day a list of all the known accounts receivable, and a list of all the known accounts payable. She will further provide an accounting of all funds which were on deposit in the corporate checking account as of July 1, 1998, and as of the date of this Final Judgment, as well as a list of funds deposited since July 1, 1998. In the absence of any objection to the list thus provided, within ten days from the date of the receipt thereof, the balance of the corporate checking account shall then be divided equally between the shareholders, Sue Carolyn Day and Sue Marie Wiggins. A sum sufficient to meet unanticipated or unknown accounts payable will be maintained in the corporate checking account. This sum shall not exceed \$1,000.00 and shall be

retained for an additional 90 day period of time and shall be used exclusively for payment of unanticipated or unknown accounts payable. At the end of the 90 day period of time, if any unanticipated or unknown accounts payable have been received, Sue Marie Wiggins shall use the corporate checking account for the purpose of paying those accounts and the balance, if any, shall then be distributed equally between Sue Marie Wiggins and Sue Carolyn Day.

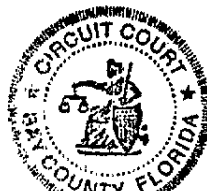
6. A copy of this Final Judgment dissolving the corporation shall be furnished to and filed with the Office of the Secretary of State, Tallahassee, Florida.

7. The provisions of this Final Judgment shall be binding upon the parties, their heirs, executors, administrators and assigns forever. Should either party find it necessary to bring legal action to enforce their rights and obligations under this Final Judgment, such legal action shall be instituted in the Circuit Court of Bay County, Florida, and reasonable court costs and attorney fees will be assessed to the prevailing party in accordance with Chapter 607, Florida Statutes.

8. The Court hereby retains jurisdiction of this cause and of the parties hereto for the purpose of entering such orders as may be necessary to compel compliance with this Final Judgment. Specifically, the Court retains jurisdiction of this cause and of the parties hereto for the purpose of appointing a receiver should one be necessary.

DONE AND ORDERED this 23rd day of November, 1998, in Chambers, Bay County Courthouse, Panama City, Florida.

St Michael C. Overstreet
Circuit Court Judge



A CERTIFIED TRUE COPY
HAROLD BAZZEL CLERK
OF THE CIRCUIT COURT
By Radene Swearingen
Deputy Clerk