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December 5, 1996

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

RE: Skilo Enterprises, Inc.

Dear Ms. Mortham:

Enclosed please find an original and one copy of the Certificate of Dissolution in the above captioned matter for filing with your division. Please return the certificate to the corporation's registered agent:

Merlin F. Davis 1516 St. Lawrence St. Orlando, FL 32818

Also enclosed is acheck in the amount of \$43.75,

the cost of Filing and Certification Fees.

Thank you for your cooperation in this matter.

Very truly yours,

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DIVISION OF CORPORATIONS

96 DEC -9 PH 3: 32

RECEIVED

Lois Davis, Secretary

Enclosures



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 13, 1996

Merlin F. Davis 1516 St. Lawrence St. Orlando, FL 32818

SUBJECT: SKILO ENTERPRISES, INC. Ref. Number: P96000057673

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

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

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: 396A00055840

ARTICLES OF DISSOLUTION

97 JAN -9 PM 2:21 ATIONS

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is:	SKILO Enterprises,	Inc.
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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

	(voting group)	
Signed this <u>5th</u> day of	December	. 19 96
Signature Merlin Flau		12/5/96
(By the Chauman or Vice Cha	airman of the Board, Presid	dent, or other officer)
Merlin F. Davis		
(1) President	yped or printed name)	
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JOINT RESOLUTION OF BOARD OF DIRECTORS & STOCKHOLDERS SKILO ENTERPRISES, INC.

RESOLVED, That Skilo Enterprises, Inc. surrender its charter to the State of FLORIDA and that it cease to be and exist as a corporation, and

RESOLVED FURTHER, That Merlin F. Davis, the President, and Lois Davis, the Vice Pres/Secretary, of Skilo Enterprises, Inc., are hereby authorized and directed to file the necessary certificate of dissolution of this Corporation with the Secretary of State of the State of FLORIDA.

RESOLVED FURTHER, That the Board of Directors of this Corporation is hereby authorized, empowered, and directed to do all things necessary and requisite to settle the affairs of the Corporation, to collect the outstanding debts, to provide for the payment of the liabilities and obligations of the corporation, to distribute its assets, and to do all other things necessary to carry into effect the foregoing resolution.

I, Lois Davis, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of Skilo Enterprises, Inc. a corporation organized and existing under the laws of the State of FLORIDA, and that the above is a true and correct copy of a resolution adopted at a joint meeting of the Board of Directors and Stockholders thereof, convened and held in accordance with law and the Bylaws of said Corporation on November , 1996, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to he hereunto affixed this 25 th day of November, 1996.

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Lois Davis, Secretary

SPECIAL MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS OF SKILO ENTERPRISES, INC.

A special meeting of the Board of Directors and Stockholders of Skilo Enterprises, Inc. was held on November 25, 1996 at 1516 St. Lawrence St., Orlando, FL 32818, for the purpose of considering a plan of dissolution of the corporation.

The meeting was called to order by the Acting Chairman, Merlin F. Davis. Those present were all the stockholders and board of directors: Merlin F. Davis, President/treasurer; Lois Davis, Vice President/Secretary.

Each of the directors and stockholders waived notice of the meeting as evidenced by the signature of each to the Waiver of Notice at the end of these minutes.

On motion duly made, seconded and unanimously passed, the following resolution was adopted:

RESOLVED that it is deemed desireable and advisable in the judgment of the stockholders and to the benefit of the corporation that said corporation be dissolved, and it was FURTHER RESOLVED that the officers and directors of this corporation are hereby directed to proceed to liquidate this corporation through conversion of its assets to assets that will be more convenient for distribution, and do all things necessary, including the execution of any and all necessary contracts and legal instruments and writings to accomplish this purpose. And be it FURTHER RESOLVED that said officers and directors are to make distribution of said assets to the stockholders in proportion to their stockholdings as expediently as possible, but no later that 12 months from the date of this RESOLUTION.

On motions doby made and carried, the meeting was adjourned. Merlin F. Davis Sois Davis 12-5-96

Lois Davis, Secretary

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS OF SKILO ENTERPRISES, INC.

We, the undersigned, being all of the shareholders and directors of the corporation hereby agree and consent that the special meeing be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting, and any adjournment and adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting, or at any adjournment or adjournments thereof, as may be deemed advisable by any shareholder present thereat. Any business transacted at such meeting, or at any adjournment or adjournments thereof, shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting:	1516 St. Lawrence St. Orlando, FL 32818
Date of Meeting:	November 25 , 1996
Time of Meeting:	10:00 a.m.

Dated November 25, 1996

Merlin F. Davis Director/Stockholder

Jama

Lois Davis Director/Stockholder

SPECIAL MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS OF SKILO ENTERPRISES, INC.

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On motion duly made, seconded and unanimously passed, the following resolution was adopted:

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Lois Davis, Secretary

JOINT RESOLUTION OF BOARD OF DIRECTORS & STOCKHOLDERS SKILO ENTERPRISES, INC.

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IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to he hereunto affixed this 25 th day of November, 1996.

Lois Davis

Lois Davis, Secretary

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS OF SKILO ENTERPRISES, INC.

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We, the undersigned, being all of the shareholders and directors of the corporation hereby agree and consent that the special meeing be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting, and any adjournment and adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting, or at any adjournment or adjournments thereof, as may be deemed advisable by any shareholder present thereat. Any business transacted at such meeting, or at any adjournment or adjournments thereof, shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting:1516 St. Lawrence St.
Orlando, FL 32818Date of Meeting:November 25, 1996Time of Meeting:10:00 a.m.

Dated November 25, 1996

Davis

Director/Stockholder

Lois Davis Director/Stockholder