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REPLY TO:  
P.O. Box 550587  
Jacksonville, Florida  
32255-0587

P96000065284

April 21, 1997

Department of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/24/97--01050--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: SFX Enterprises, Inc.

Ladies and Gentlemen:

Enclosed herewith are the original Articles of Dissolution for the above entity to be filed in your office. Also enclosed is a check in the amount of \$35.00 to cover the filing fees.

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

*Peggy Adolphson*  
Peggy Adolphson  
Legal Assistant

pa  
Enclosures

FILED  
97 APR 24 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Volume  
Dissolved  
5/12/97  
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**ARTICLES OF DISSOLUTION OF  
SFX ENTERPRISES, INC.**

The undersigned, SFX Enterprises, Inc., a Florida corporation, pursuant to Section 607.1402 of the Florida Statutes (1996) by the hand of its President and attested by its Secretary, hereby sets forth its Articles of Dissolution and certifies:

**ARTICLE I.**

The name of the corporation is: SFX Enterprises, Inc.  
The corporation was incorporated on July 30, 1996.

**ARTICLE II.**

The names and addresses of its current Board of Directors are as follows:

Tommy G. Saliba	1214 N.E. 9th Avenue Cape Coral, Florida 33909
Paul G. Fox	Post Office Box 60299 Ft. Myers, Florida 33906

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TALLAHASSEE, FLORIDA

The names and respective addresses of its current officers are as follows:

President & Secretary	Tommy G. Saliba 1214 N.E. 9th Avenue Cape Coral, Florida 33909
Vice President & Treasurer	Paul G. Fox Post Office Box 60299 Ft. Myers, Florida 33906

**ARTICLE IV.**

Adequate provision has been made for all debts, obligations and liabilities of the Company.

All of the remaining property and assets of the Company will have been distributed to the Shareholders of the Company on or before 4 - 3, 1997 in accordance with their respective rights and interests.

There are no actions pending against the Company in any court.

**ARTICLE V.**

Attached hereto as Exhibit A is a copy of the resolutions whereby the Directors and Shareholders of the Corporation elected to dissolve the Corporation and adopted a plan of complete liquidation at a joint meeting on 4 - 3, 1997.

**ARTICLE VI.**

Notice of adoption of a plan of complete liquidation of the Company has been mailed to each known creditor of and claimant against the Company, if any.

**ARTICLE VII.**

These Articles of Dissolution shall be effective upon filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by this Company this 3 day of APRIL, 1997.

SFX ENTERPRISES, INC.

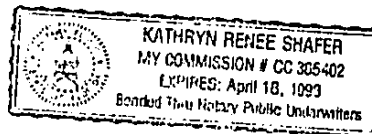
By: Tommy G. Saliba  
Tommy G. Saliba  
President and Secretary

STATE OF FLORIDA )

COUNTY OF lee )

The foregoing Articles of Dissolution were acknowledged before me this 3rd day of April, 1997, by **Tommy G. Saliba, the President and Secretary of SFX Enterprises, Inc.,** [ ] who is personally known to me or [ ☒ ] who has produced FLDL as identification.

Kathryn Renee Shafer  
Notary Public, State of Florida at Large  
Notary's Stamped or Printed Name  
My commission expires:



RESOLUTIONS OF SHAREHOLDERS  
OF  
SFX ENTERPRISES, INC.

Pursuant to the authority contained in Sections 607.0704, Florida Statutes, (1996), the adoption of the following preamble and resolutions is consented to by the Shareholders who have signed below and who constitute all of the Shareholders of this Corporation

WHEREAS, the Directors of the Corporation have determined that there are no future prospects for operating the business of the Corporation and have proposed a plan of liquidation and distribution of assets of the Corporation

NOW THEREFORE, BE IT RESOLVED, that all business of this Corporation is hereby terminated; and

FURTHER RESOLVED, that all purchases, contracts, dividends, contributions, compensations, acts, decisions, proceedings, elections, and appointments by the Directors and officers of the Corporation since the Corporation's inception be, and hereby are, approved, and

FURTHER RESOLVED, that the following plan of liquidation is adopted for assembling and marshaling of the assets of the Corporation, paying or making adequate provisions for creditors and debtors of the Corporation, and apportioning the remaining assets among the Shareholders according to their respective interests:

A The Corporation has no liabilities in excess of \$ 100.00 and all such liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for such liabilities and obligations on or before 4-3, 1997

B The Corporation has assets whose total value is approximately \$ 100.00, and the officers of the Corporation are authorized to sell any or all of those assets for consideration and on terms and conditions that they deem reasonable or expedient, and to execute instruments that are necessary to transfer title to the assets

C After provision for or payment of known debts and liabilities of the Corporation, the officers of the Corporation are authorized and directed to distribute the remaining assets of the Corporation to the Shareholders of record in the following manner: (1) with respect to any cash, by distributing to each Shareholder of record a portion of the cash equal to the proportion that the shares owned by the Shareholder bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each Shareholder of record an undivided interest in each of the assets equal to the proportion that the shares of the

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Corporation owned by the Shareholder bears to the total issued and outstanding shares of the Corporation

D The distribution of assets shall be made to the Shareholders of this Corporation on the following conditions (1) surrender for cancellation by the Shareholders of the certificate or certificates evidencing his or her ownership of capital stock of the Corporation; and (2) that the distribution shall be in complete satisfaction of the rights of each Shareholder as a Shareholder of the Corporation.

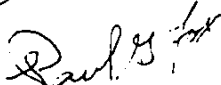
AND BE IT FURTHER RESOLVED that the President of the Corporation is authorized to do any acts and to take any steps that are necessary or convenient to carry these resolutions into effect, including, but not limited to, the execution of any instruments that are required to vest title to the assets of this Corporation in the Shareholders; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to take appropriate measures to obtain the Shareholder's approval of this authorized plan of liquidation by obtaining either the affirmative vote of the Shareholders entitled to cast at least a majority of the votes that all Shareholders are entitled to cast on the plan or by obtaining the written consent of all of the Shareholders to the plan; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this Corporation.

Executed this 3 day of APRIL, 1997

  
Tommy G. Saliba, Shareholder

  
Paul G. Fox, Shareholder