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April 24, 2001

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*****35.00 *****35.00

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

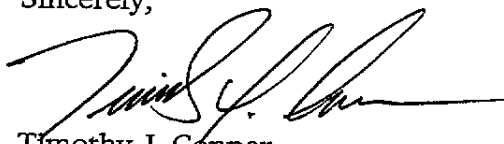
Re: Processing of Articles of Dissolution of
Creative Millwork & Design of Gainesville, Inc.

Dear Sir/Madam:

Please find enclosed the original Articles of Dissolution, Ratification of the Minutes of the Special Meeting of the Directors and Shareholders and a copy of the Minutes of the Special Meeting of the Directors and Shareholders for the Corporation and Waiver of Notice of the Special Meeting. Please process the original of the enclosed Articles of Dissolution. A check in the sum of \$35.00 is enclosed for the processing fee.

Your prompt attention to this matter would be appreciated.

Sincerely,



Timothy J. Conner
Attorney at Law

TJC:rg
Enclosures

Via Federal Express

FILED
01 APR 25 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/1/01

T. LEWIS MAY 3 2001

**ARTICLES OF DISSOLUTION
OF
CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC.**

FILED
01 APR 25 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC.**, which was duly incorporated by the State of Florida.
2. These Articles of Dissolution were authorized by the corporation on November 17, 2000.
3. These Articles of Dissolution were approved by unanimous consent of the Shareholders of the corporation. Said vote being sufficient for approval.
4. There are no actions pending against this corporation.
5. The corporation has elected to dissolve the corporation pursuant to a Special Meeting of its directors and shareholders. A true copy of the Minutes of the Special Meetings of the Directors and Shareholders, the resolutions to adopt the plan of corporate liquidation, the Waiver of Notice, and ratification of the minutes are attached hereto and incorporated by reference as composite Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 22 day of DECEMBER, 2000, in Palm Coast, Flagler County, Florida.

**CREATIVE MILLWORK & DESIGN OF
GAINESVILLE, INC.**

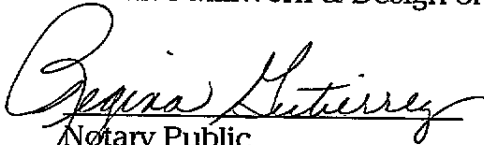
BY 

ATTEST:


Secretary

STATE OF)
COUNTY OF)

SUBSCRIBED, SWORN and ACKNOWLEDGED before me this 4th day of Dec, 2000, by Peter P. Vitulli, who is personally known to me or has produced Driver's license as identification and who did/did not take an oath, and who acknowledged before me that he executed these Articles of Dissolution for Creative Millwork & Design of Gainesville, Inc. on behalf of the corporation.


Notary Public



Regina Gutierrez
★ My Commission CC645314
Expires May 08, 2001

My Commission Expires:

**MINUTES OF SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC.**

A Special Meeting of the Directors and Shareholders of **CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC.**, a Florida corporation, was held on November 17, 2000, pursuant to a Waiver of Notice attached hereto. The following Directors were present:

Peter P. Vitulli

being the sole Director of the corporation.

The following Shareholders were present, in person or by proxy, Stockholders Peter P. Vitulli, being the sole shareholder of the corporation.

Peter P. Vitulli, President, acted as Chairman and acted as Secretary of the meeting.

The Chairman declared that all of the Directors and all of the Shareholders were present, either in person or by proxy, and that all had executed a Waiver of Notice of the Meeting.

The Chairman then stated the purpose of the meeting was to consider the dissolution of the corporation and to adopt a plan of liquidation of the assets of the corporation. A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the corporation:

WHEREAS, the Shareholders and Directors of the corporation have determined that it is advisable and beneficial for the corporation that it be liquidated and dissolved; and

Exhibit

"A"

WHEREAS, the Shareholders and Directors must adopt and hereby adopt a plan of liquidation and dissolution of the corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble all the assets of the corporation, pay and make adequate provisions for the creditors and debtors of the corporation, and apportion the remaining assets to the Shareholders according to their respective interests:

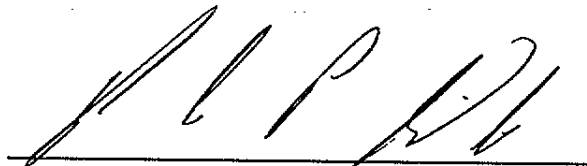
1. The corporation shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1402 and Section 607.1405, Florida Statutes.
2. The corporation will distribute all its property and assets during the calendar month of November, 2000.
3. All the liabilities and obligations of the corporation will be paid or discharged, or adequate provisions will be made therefore.
4. The officers of the corporation are authorized to sell or otherwise liquidate all the properties and assets of the corporation that they deem necessary or advantageous to facilitate the liquidation of the corporation.
5. The officers of the corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:
 - a. Executing any and all instruments of conveyance;
 - b. Paying all taxes and fees;
 - c. Executing all documents required by law to be filed; and
 - d. Doing all other things necessary or convenient to effect the dissolution

of the corporation.

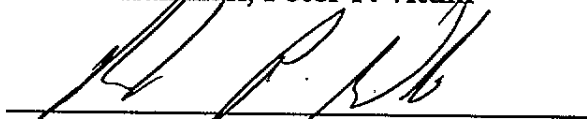
6. After the provision for, or payment of, the main debts and liabilities of the corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the corporation to the Shareholders of record according to their respective rights and interest in exchange for all their stock in the corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated 12.22.00.

A handwritten signature in dark ink, appearing to read 'P. P. Vitulli', is written over a horizontal line.

Chairman, Peter P. Vitulli

A handwritten signature in dark ink, appearing to read 'P. P. Vitulli', is written over a horizontal line.

Secretary

**WAIVER OF NOTICE
OF THE SPECIAL MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF
CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC.**

WE, the undersigned Directors and Shareholders, hereby agree and consent that the Special Meeting of Directors and Shareholders of the corporation was held on the date, time and place stated below for the purpose of considering the dissolution of the corporation and adopting a plan of liquidation of assets of the corporation, and do hereby waive all notice of the meeting and any adjournments thereof.

Date of Meeting: November 17, 2000

Time of Meeting: 12:00 P.M.

Place of Meeting: Palm Coast, Florida

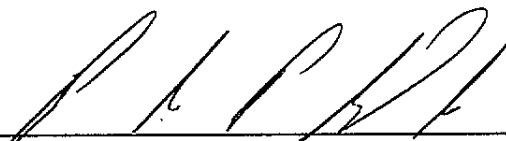
Dated: 12.20.00



Director/Shareholder, Peter P. Vitulli

**RATIFICATION OF THE MINUTES
OF THE SPECIAL MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF
CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC.**

I, the undersigned Shareholder and Director of CREATIVE MILLWORK & DESIGN OF GAINESVILLE, INC. have read these minutes and hereby approve, ratify and confirm all business transacted or reported herein and in signification of our approval, ratification and confirmation, do hereby consent to any and all acts done at the meeting, do hereby sign our names.



Director/Shareholder, Peter P. Vitulli