



THE UNITED STATES  
CORPORATION  
COMPANY

P96000084366

ACCOUNT NO. : 072100000032

REFERENCE : 087710 81034A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 5, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 087710-005

CUSTOMER NO: 81034A

600002730396--9  
-01/05/99--01053--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Michael W. Mead, Esq  
Michael Wm. Mead, Esq  
P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILINGS

NAME: HOLBROOK HILLS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

See 1/5

FILED  
99 JAN -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JAN -5 PM 12:00  
DIVISION OF CORPORATION

**ARTICLES OF DISSOLUTION**

Pursuant to the provisions of Section 607 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

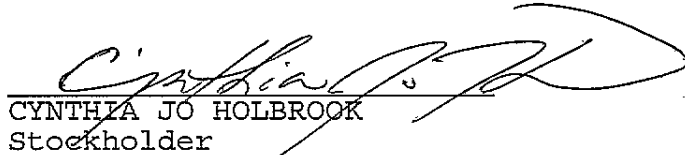
1. The name of the corporation is:  
HOLBROOK HILLS, INC.
2. The corporation was filed on October 11, 1996.
3. That none of the corporation's shares have been issued.
4. No debt of the corporation remains unpaid.
5. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the stockholders on December 29, 1998. A copy of such resolution is attached to these Articles.
6. A meeting was held on December 29, 1998 to adopt the resolution to dissolve the corporation, at which meeting there was present all stockholders of the corporation, which constitutes the sufficient number for approval of this dissolution.

HOLIDAY HILLS, INC.

By: *Deborah A. Holbrook*  
DEBORAH A. HOLBROOK, President

By: *Katherine C. Holbrook*  
KATHERINE C. HOLBROOK  
Secretary/Treasurer

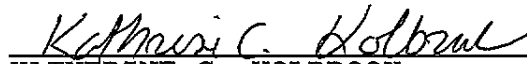
  
DEBORAH A. HOLBROOK  
Stockholder

  
CYNTHIA JO HOLBROOK  
Stockholder

  
KATHERINE C. HOLBROOK  
Stockholder

I, the undersigned Secretary of said Company and the keeper of its charter, minutes and records, hereby certify that the above named persons are all of the stockholders of this Company, and that their signatures appearing above are genuine, and that the above and foregoing minutes appear in the minute records of the Company and are the genuine minutes the purport to be.

This 29th day of December, 1998.

  
KATHERINE C. HOLBROOK  
Secretary

CORP\Holb-Dissolve.Minutes  
#6287bjg

**WAIVER OF NOTICE AND CONSENT**  
**OF**  
**JOINT SPECIAL MEETING OF STOCKHOLDERS**

We, the undersigned shareholders of the corporation known as **HOLBROOK HILLS, INC.**, do hereby waive notice of a joint special meeting of the stockholders of said corporation to be held on December 29, 1998, in Laurel Hill, Florida, and do hereby consent to this meeting for the purpose of considering the dissolution of this corporation.

This waiver and consent shall be filed with the corporate records and made a part of the minutes of the meeting.

DATED: December 29, 1998.

  
\_\_\_\_\_  
Deborah A. Holbrook

  
\_\_\_\_\_  
Cynthia Jo Holbrook

  
\_\_\_\_\_  
Katherine C. Holbrook

MINUTES OF MEETING OF STOCKHOLDERS

OF

HOLBROOK HILLS, INC.

A meeting of stockholders of HOLBROOK HILLS, INC., was held in the office of the Company, in Laurel Hill, Florida, on Monday, the 29th day of December, 1998, at which meeting were present in person the following stockholders of the Company, viz:

Deborah A. Holbrook  
Cynthia Jo Holbrook  
Kathrine C. Holbrook

These being all of the stockholders of the Company, DEBORAH A. HOLBROOK presided as Chairman of the meeting and KATHRINE C. HOLBROOK acted as Secretary thereof. Each stockholder waived notice of the time, place and purpose of the meeting.

The following resolution was introduced and upon motion duly made and seconded said resolution was unanimously adopted:

BE IT RESOLVED, that the undersigned elect to dissolve the corporation known as HOLBROOK HILLS, INC., effective December 31, 1998.

There being no further business, the meeting adjourned.

Dated this 29th day of December, 1998.

  
DEBORAH A. HOLBROOK, Chairman

  
KATHERINE C. HOLBROOK  
Secretary of Meeting

[STOCKHOLDER SIGNATURES ON FOLLOWING PAGE]