

P96000090904

Charles R.L. White

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FILED  
97 MAR 17 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX (561) 746-0176

March 12, 1997

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

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-03/17/97--01047--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Fay Kincaid, Inc.

Dear Sir or Madam:

In connection with the above-referenced corporation, enclosed are an original and one photocopy of the following documents:

1. Articles of Dissolution of Fay Kincaid, Inc.; and
2. Written Consent of Sole Director and Stockholder of Fay Kincaid, Inc.

Please file the originals and date-stamp the copies and return them to me in the enclosed self-addressed envelope.

Also enclosed is a check in the amount of \$35.00, payable to the Secretary of State, representing the filing fee.

Thank you.

Sincerely,

*Charles R.L. White* *Chy Jm*

Charles R.L. White

CRLW/jm  
Enclosures

VOIDS  
KRG  
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ARTICLES OF DISSOLUTION  
OF  
FAY KINCAID, INC.

FILED  
97 MAR 17 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is FAY KINCAID, INC.
2. Articles of Incorporation were filed on November 1, 1996 and assigned Document Number P96000090904.
3. The name and address of its sole officer and director is:

Fay R. Kincaid  
1648 Jupiter Cove Drive, #508  
Jupiter, Florida 33469

4. All debts, obligations and liabilities of the Corporation have been paid or discharged.
5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the Corporation in any court.
7. An executed copy of the written consent to dissolution and liquidation of the sole director and shareholder is attached.

IN WITNESS WHEREOF these Articles of Dissolution have been signed by the undersigned on the date set forth below.

DATED: March 12th, 1997.

Fay R. Kincaid  
Fay R. Kincaid, President/Secretary and  
Sole Director

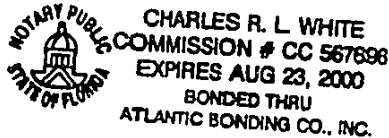
STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF PALM BEACH    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FAY R. KINCAID, known to me to be the person who executed the foregoing Articles of Dissolution as the sole stockholder, officer and director, and she acknowledged before me that she executed the same for the consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of March, 1997.

  
Notary Public - State of Florida

My Commission Expires:



WRITTEN CONSENT OF SOLE DIRECTOR AND STOCKHOLDER  
OF  
FAY KINCAID, INC.

THE UNDERSIGNED, being the sole Director and Shareholder of FAY KINCAID, INC., hereby adopts the following resolution:

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and make adequate provisions for the debts of the Corporation, and apportion the remaining assets among 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 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets during the month of April, 1997.
3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
4. The officer of the Corporation is 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 officer of the Corporation is authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
  - (a) executing any and all instruments of conveyance;
  - (b) paying all taxes and fees;
  - (c) executing all documents required by law to be filed;

(d) retaining professional advisors; and  
(e) doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officer is 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 their shares in the Corporation.

IN WITNESS WHEREOF this Written Consent has been signed this 12th day of March, 1997.

  
Fay R. Kincaid, Sole Stockholder