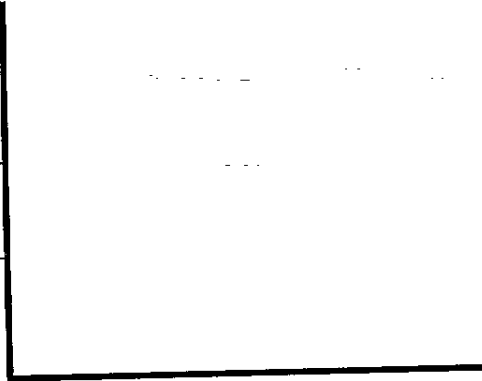


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Cathleen Burns
2864 Pellican Rd
St Aug FL 32092
904/824-5530



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CO NUMBER(S), (if known):

- 1. _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #) 500003517635--8
01/01/01 01005--006
*****35.00 *****35.00
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
00 DEC 29 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/00

Called - gave OK
to add date
of adoption
+ eff date
SB

CR2E031(7/97)

Examiner's Initials

ARTICLES OF DISSOLUTION

FILED

00 DEC 29 PM 3: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
12/31/00

FIRST: The name of the corporation is: Burns Properties, Inc.

SECOND: The date dissolution was authorized: 12/6/00, effective 12/31/00

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 6th day of December, 2000.

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

Cathleen Burns

(Typed or printed name)

President

(Title)