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Goodman & Breen

ATTORNEYS AT LAW

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Nancy J. Gibbs
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3838 Tamiami Trail North, Suite 300
Naples, Florida 34103
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*Board Certified Attorney in
Wills, Trusts & Estates Law

May 25, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000003269350--9
-05/26/00--01115--013
*****35.00 *****35.00

Re: Fourth Capital, Inc.

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Dissolution and a check in the amount of \$35.00, representing the appropriate filing fees, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,

M. Osburn

Manetta Osburn, Assistant to
Kenneth D. Goodman

Enclosure

Dissolution
LFS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 26 PM 12:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 26 PM 12:40

**FOURTH CAPITAL, INC.
ARTICLES OF DISSOLUTION**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

ARTICLE I

The name and mailing address of the corporation are:

FOURTH CAPITAL, INC.
3838 Tamiami Trail N., Suite 300
Naples, FL 34103

ARTICLE II

A written consent to dissolve, a copy of which is attached, was authorized on the 25th day of April, 2000.

ARTICLE III

A written consent to dissolve, a copy of which is attached, has been signed by all shareholders of the corporation, or in their behalf by their duly authorized attorneys. The unanimous consent to dissolve is sufficient for approval.

ARTICLE IV

The corporation does not intend to revoke the dissolution of the corporation and the name of **FOURTH CAPITAL, INC.** is available for immediate use.

Dated this 25th day of May, 2000.

FOURTH CAPITAL, INC.

By:



Kenneth D. Goodman
Its President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25th day of May, 2000, by **Kenneth D. Goodman**, as President of **FOURTH CAPITAL, INC.**, a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced a driver's license as identification and did take an oath.

NOTARY PUBLIC:

Sign

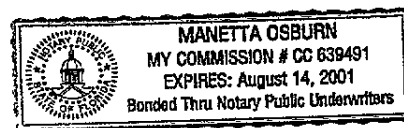
Manetta Osburn

Print

MANETTA OSBURN

State of Florida at Large

My Commission Expires:



FOURTH CAPITAL, INC.
Consent of Shareholders

Pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, the undersigned, being the holders of all the outstanding shares of stock of **FOURTH CAPITAL, INC.** (the "Corporation"), hereby adopts the following resolutions by written consent:

RESOLVED, that the Corporation be dissolved in accordance with the Plan of Complete Liquidation attached hereto (as defined below);

RESOLVED FURTHER, that the form, terms and provisions of the draft Articles of Dissolution attached hereto and the draft Plan of Complete Liquidation (the "Articles of Dissolution" and the "Plan of Complete Liquidation") providing for the dissolution of the Corporation, a copy of each document having been reviewed by the shareholders of the Corporation, are hereby approved and adopted;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and empowered in the name and on behalf of the Corporation, to execute said Articles of Dissolution, to file the same with, or cause the same to be filed by, the Secretary of the Department of State of Florida, such Articles of Dissolution to be substantially in the form approved in the foregoing resolution with such changes in the form as the proper officers of the Corporation may approve to be in the best interest of the Corporation, such approval to be conclusively evidenced by such execution;

RESOLVED FURTHER, that the proper officers and directors of the Corporation are hereby authorized and empowered to execute all such further documents, certificates or instruments, and to take all such further action, as any such officer or director may deem necessary or proper or convenient or desirable to effectuate the dissolution of the Corporation, as conclusively evidenced by the taking of such action or the execution and delivery of such instrument, as the case may be, by or under the direction of any such officer.

EXECUTED this 25 day of ^{April}~~March~~, 2000.

SHAREHOLDERS:

Gilbert F. Waive
Gilbert F. Waive

Thomas S. Crow
Thomas S. Crow

Paul B. Waive
Paul B. Waive

Kenneth D. Goodman
Kenneth D. Goodman

FROM : CROW

FAX NO. : 7327472040

Apr. 17 2000 10:41AM P1

Sent by: GOODMAN & BREEN

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EXECUTED this ____ day of March, 2000.

SHAREHOLDERS:

Gilbert F. Waite
Gilbert F. Waite

Thomas S. Crow
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Paul B. Waite
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Kenneth D. Goodman
Kenneth D. Goodman