

P9700000/5074

Theresa Blair, Inc.
9765 Southbrook Drive #3407
Jacksonville, FL 32256

FILED
98 FEB 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 13, 1998

Florida Department of State
Division of Corporations
Dissolution Section
Post Office Box 6327
Tallahassee, FL 32314

400002431524--0
-02/16/98--01082--005
*****35.00 *****35.00

Re: **Corporate Dissolution of Theresa Blair, Inc.**
EIN#: 59-3427675

Dear Sir or Madam:

Pursuant to Section 607.1403 Florida Statutes, this corporation submits the original Articles of Dissolution for Theresa Blair, Inc. with a check of \$35.00 to cover filing fees. The dissolution was approved by all shareholders on January 15, 1998 of which a copy has been attached. I am also attaching the corporation's final Florida Income Tax Return Form F1120 with copy of Federal tax return for 1997 attached. *Returned*

If I may be of further assistance, please call me at (904) 998-1476.

Sincerely yours

Theresa Blair

Theresa Blair
President

Enclosures

VS FEB 18 1998

Voldis

FILED
98 FEB 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Statutes Sections 607.1403

- Stockholders of Theresa Blair, Inc.:

The Officers and Directors of Theresa Blair, Inc. are:

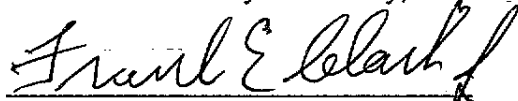
2. The Corporation known as Theresa Blair, Inc. ceased operation as of December 31, 1997.
3. On January 15, 1998, or at such other date as all debts, obligations and liabilities of the Corporation have been paid, there were no remaining funds on deposit in the bank account and no furniture and equipment or other assets remaining on the books of the company to be distributed to the Shareholder listed in Paragraph 1.
4. All original records of Theresa Blair, Inc. shall be maintained by Theresa Blair for a minimum of at least three (3) years. Further, the accounting and tax records in the possession of Mr. Landen R. Blair shall be available at any time to Theresa Blair.
5. There are no lawsuits, administrative actions or claims of any kind whatsoever now pending or known to be pending to the shareholders against the Corporation or its Officers, Director, or Stockholder concerning or relating to the business activities and operation of Theresa Blair, Inc.
6. Theresa Blair, Inc. has made known and disclosed to its Shareholder a full accounting and disclosure as to its assets and liabilities existing as of December 31, 1997. After consideration of this disclosure and all other matters affecting the Corporation and its operations, the Shareholder has now determined that it is in the best interest of Theresa Blair, Inc. to dissolve at this time. Upon consideration by the Shareholder, the Officers and Director of the Corporation, each Officer, Director and Shareholder hereby forever releases and discharge forever Theresa Blair, Inc. or any of its Officers, Directors or Shareholders from all of the following:
 - a) All liability by any Officer, Director or Shareholder for any act, past, present, or future, arising out of, connected with, or in any way resulting from the acts of the Officers, Directors or Shareholders of Theresa Blair, Inc.


- b) All causes of actions, claims, suits and demands arising out of, connected with, or in any way resulting from the acts of the Officers, Directors or Shareholders of Theresa Blair, Inc.; and
- c) All responsibility for any and all of the Officers, Directors or Shareholders', damages, losses, costs, attorneys' fees and expenses arising out of, connected with, or in any way resulting from the acts of the Officers, Directors or Shareholders of Theresa Blair, Inc.; and


In addition, the Officers, Directors, and Shareholders of Theresa Blair, Inc. to indemnify and hold harmless the Officers, Directors or Shareholders of Theresa Blair, Inc. against any and all liens, claims, demands and actions in law or in equity that have been or hereafter may be made or brought by or on behalf of any person, entity, agency, Officer, Director or Shareholder of Theresa Blair, Inc.

7. The parties listed in Paragraph 1 above as Shareholders or Stockholders of Theresa Blair, Inc. hereby evidence their consent by executing this document in the space provided below to:
- a) The Dissolution of the Corporation, Theresa Blair, Inc.;
 - b) To the termination of their employment with Theresa Blair, Inc. as an Officer, Director or Shareholder.
8. By affixing their signatures to this document, each Stockholder of Theresa Blair, Inc. acknowledges the dissolution of the Corporation and consents to the liquidation of the assets as described in this document.

Dated this 15th day of January, 1998.


Witness


Theresa Blair


Witness

**MINUTES OF THE MEETING OF THE SHAREHOLDERS
OF
THERESA BLAIR, INC.**

January 15, 1998
Jacksonville, FL

The meeting of the Shareholders of Theresa Blair, Inc. was held at 9765 Southbrook Drive #3407, Jacksonville, FL 32256, on January 15, 1998.

All of the Shareholders of the Company were present at the meeting, including:

Theresa Blair

Theresa Blair presided and acted as chairman of the meeting and he recorded the minutes of the meeting.

The chairman brought up for discussion the Articles of Dissolution and stated that the company had no assets for distribution to its Shareholder.

After discussion upon motion made, seconded and unanimously carried, it was:

RESOLVED, that the Articles of Dissolution of this Company which have been executed by its Shareholder is hereby ratified, approved and adopted as the action of this company.

RESOLVED FURTHER, that the appropriate Officers of the Company are authorized and directed to file with the Internal Revenue Service the Articles of Dissolution of this Company and to take whatever action as may be necessary and required to dissolve this Company.

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

Theresa Blair
Theresa Blair, Secretary

Attest:

Board of Directors

Theresa Blair
Theresa Blair

January 15, 1998