

P97000017035

RAFOOL & RAFOOL P.A.
ATTORNEYS AND COUNSELLORS AT LAW

Brandon J. Rafool
Raymond J. Rafool



1519 Third Street, S.E.
Winter Haven, Florida 33880

Post Office Box 7286
Winter Haven, Florida 33883-7286
Telephone: (941) 299-3339
Telecopier: (941) 295-9702

December 28, 1998

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 DEC 30 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: RCM LIMITED, INC.

Dear Sir:

Enclosed herewith in connection with the above referenced matter, please find Articles of Dissolution, together with Statement of Intent to Dissolve. I also enclose a check in the amount of \$70.00, allocated as follows:

Filing Fee:	\$35.00	200002726082--5
Certified copy:	35.00	-12/30/98--01040--015
TOTAL:	\$70.00	*****70.00 *****70.00

Thanking you in advance for your assistance in this matter, I am,

Sincerely,

BRANDON J. RAFOOL

BJR:dn
Enclosure

VOLDIS
1-12

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE FLORIDA STATUTES

98 DEC 30 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is **RCM LIMITED, INC.**
2. Dissolution was authorized on December 28, 1998.
3. The number of shares cast by proper class of shareholders in favor of dissolution was sufficient for approval.

DATED this 22nd day of December, 1998.

RCM LIMITED, INC.

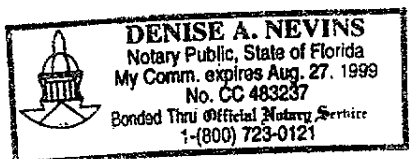
By: Christian B. Rafool
Christian B. Rafool, President

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, CHRISTIAN B. RAFOOL, as President of RCM LIMITED, INC., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same, who is personally known or, who produced n/a, as identification; and that he affixed thereto the official seal of said Corporation and that said instrument is the act and deed of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 22nd day of December, 1998.

Denise A. Nevins
Notary Public
My Commission Expires:




**STATEMENT OF INTENT TO DISSOLVE
BY THE SHAREHOLDERS
OF
RCM LIMITED, INC..**


Pursuant to the provisions of Section 607.1402(6) of the Florida Statutes, the undersigned Corporation submits the following statement of intent to dissolve the Corporation upon written consent of its shareholders:


1. The name of the Corporation is **RCM LIMITED, INC.**
2. The shareholders of the Corporation hereby authorize the dissolution of the Corporation, acting in accordance with Section 607.0704.

DATED this 22nd day of December, 1998.


Christian B. Rafool, Shareholder


Brandon J. Rafool, Shareholder


Raymond J. Rafool, Shareholder


Gordon J. Rafool, Shareholder

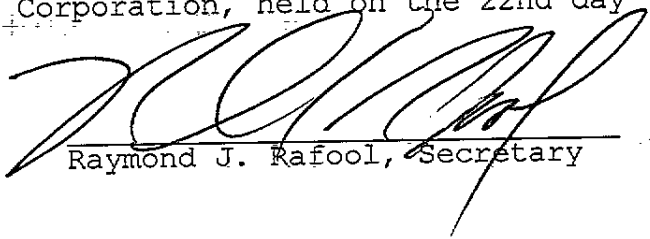
**SPECIAL MINUTES OF BOARD OF DIRECTORS
OF
RCM LIMITED, INC.**

Held at the office of the Corporation in Winter Haven, Florida, the 22nd day of December, 1998, there being present at said meeting, BRANDON J. RAFOOL, RAYMOND J. RAFOOL, CHRISTIAN B. RAFOOL and GORDON J. RAFOOL, being the Directors of the Corporation, who waived formal notice of the meeting and consented to the holding thereof; whereupon the following proceedings were had and taken:

That it is in the best interests of this Corporation that the Corporation be dissolved in accordance with Section 607.1402 of the Florida Statutes, and that a special meeting of the shareholders of the Corporation shall be called on the 22nd day of December, 1998, following this meeting, to be held at the office of the Corporation, for the purpose of voting on the resolution to dissolve the Corporation, and that the notice of said meeting shall include notice that the purpose of the meeting will be to vote upon the resolution of the Board of Directors recommending dissolution, and that in the event the shareholders favorably vote upon the resolution for dissolution, then the President (or Vice President) and Secretary (or Assistant Secretary) of the Corporation shall prepare and execute the Articles of Dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution.

There being no further business to come before said meeting, the same was upon proper motion, made, seconded and passed, adjourned.

The undersigned, being the Secretary of RCM LIMITED, INC., does hereby certify that the above is a true and correct transcript of the proceedings had and taken at the Special Meeting of the Board of Directors of the Corporation, held on the 22nd day of December, 1998.


Raymond J. Rafool, Secretary