

**First Bank  
of Florida.**

July 21, 1997

P970000019243

Sandra B. Mortham  
Secretary of State  
FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Voluntary Dissolution of Corporations

100002248211--0  
-07/25/97--01098-017  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

**Bank Repo's Inc.**

Dear Ms. Mortham:

In accordance with Section 607.1401 of the Florida Statutes, a majority of the directors of both **Bank Repos' Inc.** have authorized the dissolution of the company as evidenced by a certified copy of the attached resolutions.

Please find enclosed the appropriate filing fee in the amount of \$52.50 accompanying the Articles of Dissolution herein attached. Remit the State of Florida certificate of dissolution to:

John C. Trammel  
Corporate Administration  
First Bank of Florida  
450 S. Australian Avenue  
West Palm Beach, FL 33401  
PH: 561-650-2355

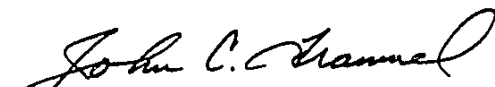
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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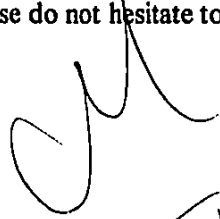
APPROVED  
AND  
FILED

Should you need additional information, please do not hesitate to contact me.

Sincerely,



John C. Trammel  
Corporate Administration  
PH: 561-650-2355  
561-650-2318 FAX



JCT/iss

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jct/encl.

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Bank Repos' Inc.

SECOND: The articles of incorporation were filed on March 3, 1997

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 16th day of July, 19 97

Signature

John C. Trammel

(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

John C. Trammel

(Typed or printed name)

Senior Vice President and Corporate Secretary

(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

July 18, 1997

Sandra B. Mortham  
Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: CERTIFICATION OF BOARD OF DIRECTORS MINUTES  
APPROVING DISSOLUTION OF BANK REPO'S INC.**

Dear Ms. Mortham:

I, the undersigned authority, hereby certify that the attached is a true and correct copy of the original Minutes of the Board of Directors of Bank Repo's Inc. held July 16, 1997 approving the dissolution of Bank Repo's Inc. pursuant to Section 607.1401 of the Florida Statutes.

**BANK REPO'S INC.**

  
John C. Trammel, Its Secretary

SEAL



RESOLUTION OF THE BOARD OF DIRECTORS OF  
BANK REPO'S INC. APPROVING OF  
DISSOLUTION OF COMPANY

JULY 16, 1997

WHEREAS, the Directors of Bank Repo's Inc. acknowledge that the Company is inactive and the property and effects of the Company have been reduced to a level insufficient to maintain the viability of the Company, and

WHEREAS, all the Directors deem it beneficial to the interests stockholders, if any, or potential stockholders and interested parties that said Corporation be dissolved.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of Bank Repo's Inc. hereby approve in all respects the dissolution of the Company, and that a majority of the Directors are hereby authorized to petition to the State of Florida, pursuant to Section 607.1401 of the Florida Statutes, for the dissolution of the Corporation, and to do all other things necessary to carry the foregoing resolution into effect.