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L. N. INGRAM, III
ATTORNEY AT LAW
SUITE 302 NINE HUNDRED BUILDING
900 SIXTH AVENUE SOUTH
TELEPHONE (941) 262-4121
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NAPLES, FLORIDA 34102-6792

September 4, 1998

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

FILED
98 SEP -8 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Dissolution of SISTERS 3, INC.

Gentlemen:

Enclosed please find the Articles of Dissolution of SISTERS 3, INC., together with a check in the sum of \$43.75 to cover the cost of filing fee in the sum of \$35.00 and the cost of a Certificate from the Secretary of State showing the dissolution of this corporation in the sum of \$8.75.

Thanking you for your prompt attention to this matter.

Sincerely,

L. N. INGRAM, III

cc: John Garner, Esq.
Woodward, Pires & Lombardo
801 Laurel Oak Drive
Naples, Florida 34108

Teri Layton
Three Sisters, Inc. of Naples
2206 Davis Blvd.
Naples, Florida 34112

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-09/08/98-01070--002
*****43.75 *****43.75

Diss.

9-15-98
CC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
OF
DISSOLUTION OF CORPORATION
OF
SISTERS 3, INC.
A Florida Corporation

We, the undersigned, President and Secretary of **SISTERS 3, INC.**, a corporation organized under the laws of the State of Florida, do hereby, for the purpose of complying with the provisions of Section 607.1402 Florida Statutes (1997), in relation to the voluntary dissolution of corporations, make and attest this Certificate and attach thereto the written consent of the stockholders of **SISTERS 3, INC.**, A Florida Corporation for dissolution of said corporation, and certify as follows:

1. The name of the corporation is to be dissolved is

SISTERS 3, INC.
A Florida Corporation

2. The certificate of incorporation of said corporation was filed in the office of the Secretary of State of Florida on the 24th day of June, 1997 effective June 23, 1997.

3. The said corporation elects to dissolve effective 12:00 Midnight, on August 31, 1998.

4. The names and post office addresses of its officers and stockholders are as follows:

TERI H. LAYTON
2200 Davis Blvd.
Naples, Florida 34112

PRESIDENT, STOCKHOLDER

TANYA R. BROCK
2220 9th St. No.
Naples, Florida 34103

SECRETARY, STOCKHOLDER

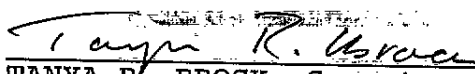
5. That a meeting of the stockholders of said corporation duly held and called for that purpose at 900 Sixth Avenue South Naples, Florida 34102-6792, on August 31, 1998, notice of which said meeting was duly waived by each and all of the officers and stockholders as appears by written waiver in writing annexed and forming a part of said joint meeting of said officers and stockholders, did, by the unanimous vote of the officers and the unanimous vote of all of the stockholders adopt the following resolutions:

"Resolved, that **SISTERS 3, INC.**, a Florida corporation for profit, be dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, of the Florida Statutes (1997) relating to the voluntary dissolution of corporations and that the officers and stockholders take such steps and perform such acts as are necessary to effectuate said dissolution under Sections 607.1402 and 607.1403, of the Florida Statutes (1997)."

And that thereupon, at said meeting the owners and stockholders of the entire authorized, issued and outstanding stock of **SISTERS 3, INC.**, to-wit: 500 shares of stock with a \$1.00 per share par value, did signify and consent in writing that such corporation be dissolved forthwith by signing and executing the Consent which is attached hereto and forms a part hereof.

IN WITNESS WHEREOF, we have made and executed these **ARTICLES OF DISSOLUTION** this 31st day of August, 1998.

ATTEST: [Corporate Seal]


TANYA R. BROCK, Secretary


TERI H. LAYTON, President

STATE OF FLORIDA
COUNTY OF COLLIER

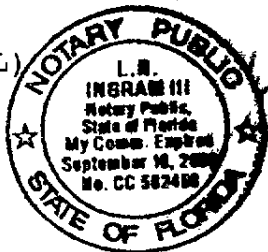
On this 31st day of August, 1998, before me personally
appeared TERI H. LAYTON, President of SISTERS 3, INC., a
corporation under the laws of the State of Florida,

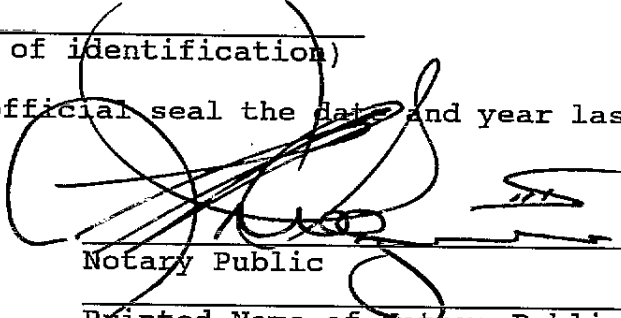
X who is personally known to me, or

_____ who produced _____
(type of identification)

WITNESS my signature and official seal the date and year last
aforesaid.

(NOTARY SEAL)

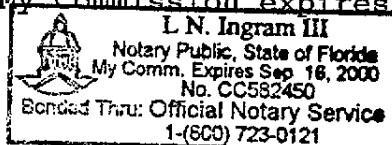



Notary Public

Printed Name of Notary Public

Commission No. _____

My Commission expires:



STATE OF FLORIDA
COUNTY OF COLLIER

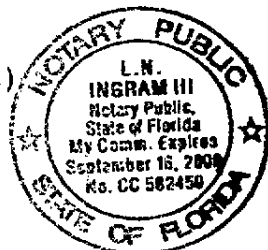
On this 31st day of August, 1998, before me personally
appeared TANYA R. BROCK, Secretary of SISTERS 3, INC., a
corporation under the laws of the State of Florida,

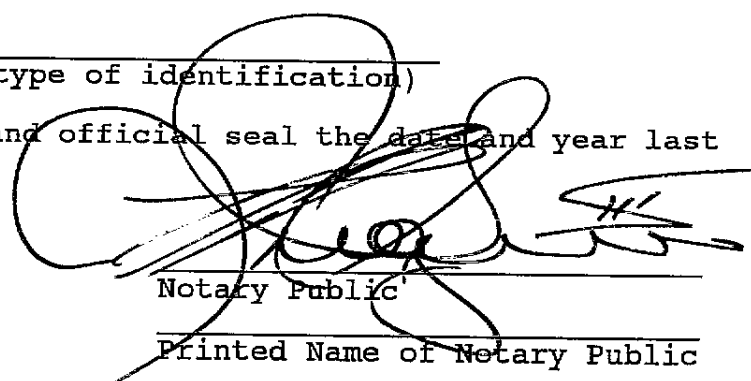
X who is personally known to me, or

_____ who produced _____
(type of identification)

WITNESS my signature and official seal the date and year last
aforesaid.

(NOTARY SEAL)

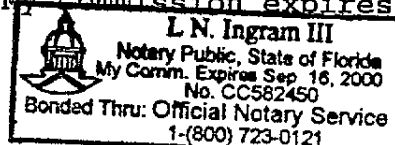



Notary Public

Printed Name of Notary Public

Commission No. _____

My Commission expires:



WRITTEN CONSENT OF STOCKHOLDERS OF SISTERS 3, INC., A FLORIDA CORPORATION, TO VOLUNTARILY DISSOLVE SAID CORPORATION PURSUANT TO SECTIONS 607.1402 AND 607.1403, FLORIDA STATUTES (1997) AND WAIVER OF MEETING NOTICE.

The undersigned, the holders and owners of record of all the issued and outstanding shares of stock of **SISTERS 3, INC.**, a corporation duly organized under the laws of the State of Florida, owning the number of shares set opposite their names and entitled to vote on the voluntary dissolution thereof, hereby waive Notice of the meeting to adopt a Resolution to dissolve said corporation and do hereby consent that the said corporation be dissolved forthwith, pursuant to Sections 607.1402 and 607.1403, Florida Statutes (1997), and do hereby sign this instrument for the purpose of signifying such consent in writing, as required by the Section 607.1402, Florida Statutes.

Executed this 31st day of August, 1998.

TERI H. LAYTON
INC., Stockholder

250 Shares

TANYA R. BROCK, Stockholder

250 Shares

A F F I D A V I T

THIS IS TO CERTIFY that as of August 31, 1998, all of the following obligations of **SISTERS 3, INC.**, a Florida Corporation, have been paid:

1. Tangible and intangible taxes
2. Sale and use taxes

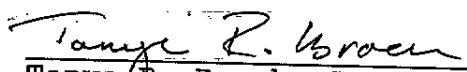
and that provision has been made for the payment of any state and federal income tax that may be due at such time as any such tax may be due and payable.

IN WITNESS WHEREOF, **SISTERS 3, INC.**, has caused these presents to be signed in its name by its proper officers and its corporate seal to be affixed this the 31st day of August, 1998.

SISTERS 3, INC.,
A Florida Corporation

By: 
Teri H. Layton, President

ATTEST: [Corporate Seal]


Tanya R. Brock, Secretary