## P970006/3/5 Avery, Whigham & Winesett, P.A.

Attorneys at Law

Richard W. Winesett Dwight A. Whigham Dennis L. Avery Robert A. Winesett James M. Costello John L. Pilarski Corner of First and Hendry Streets 2248 First Street Fort Myers, Florida 33901 Post Office Box 610 Fort Myers FL 33902-0610 FAX (941)334-6258 Phone (941)334-7040

March 16, 2001

#### certified mail-return receipt requested

500003889385--C -03/21/01--01005--003 \*\*\*\*\*43.75 \*\*\*\*\*\*43.75

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: De-Brae, Inc.

Dear Sir or Madam:

I represent William R. Taylor and Debbie L. Taylor the officers and directors of De-Brae, Inc., a for profit corporation under the laws of the State of Florida. In connection with De-Brae, Inc., please find enclosed the following:

- 1. Articles of Dissolution; and
- 2. Check payable to the Department in the amount of \$43.75 representing \$35.00 filing fee and \$8.75 for a certificate of status.

Should you have any questions or comments, please let me know.

Thank you for your assistance in this matter.

Sincerely,

Richard W. Winesett

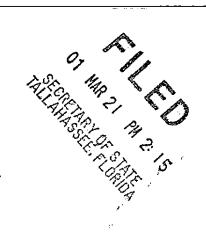
RWW:kp

Enclosures

cc: William R. and Debbie L. Taylor

O1 NAR 21 PN 2: 15
SECRETARY OF STATE
TALLAHASSEE: FLORID.

al 3/22



### OF DE-BRAE, INC.

- 1. The name of the corporation is DE-BRAE, INC.. The corporation was organized under the laws of the State of Florida on July 15, 1997.
- 2. Upon the recommendation of the Board of Directors, the shareholders, by unanimous vote, approved and authorized the dissolution of the corporation pursuant to a plan of dissolution and liquidation. The dissolution of the corporation was unanimously approved by the directors at a special meeting of directors held on December 27, 2000, subject to the approval of the shareholders, and was unanimously approved by the shareholders at a special meeting of shareholders held on December 27, 2000. The number of shares cast by the shareholders for dissolution, being by unanimous vote, was sufficient for approval. Further, all of the directors and shareholders have signed a consent to the dissolution of the corporation, a copy of which consent is attached as Exhibit "A" and incorporated herein by reference.
- 3. The names and addresses of the officers of the corporation are as follows:

WILLIAM R. TAYLOR 19420 Turkey Run Lane Alva, FL 33920 President/ Treasurer

DEBBIE L. TAYLOR 19420 Turkey Run Lane Alva, FL 33920 Vice-President/ Secretary

4. The names and addresses of the directors of the corporation are as follows:

WILLIAM R. TAYLOR 19402 Turkey Run Lane Alva, FL 33920 DEBBIE L. TAYLOR 19420 Turkey Run Lane Alva, FL 33920

- 5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made for them.
- 6. All the remaining property and assets of the corporation have been distributed to its shareholders, WILLIAM R. TAYLOR and DEBBIE L. TAYLOR in accordance with the respective interests.

Dated this day of February, 2001.
WILLIAM BY TAYLOR, DEBBIE L. TAYLOR, VICE President
STATE OF FLORIDA COUNTY OF LEE
The foregoing instrument was acknowledged before me by WILLIAM R. TAYLOR, [] who is personally known to me or [_X] who has produced as identification.
WITNESS my hand and official seal this day of February, 2001.
My Commission Expires:  NOTARY PUBLIC  Corekhen M. Horper
(Printed Name of Notary)
GRETCHEN M. HARPER MY COMMISSION # CC 634758 EXPIRES: July 23, 2001 Bonded Thru Notary Public Underwriters
STATE OF FLORIDA COUNTY OF LEE
The foregoing instrument was acknowledged before me by DEBBIE  L. TAYLOR, [] who is personally known to me or [_X] who has produced as identification.
WITNESS my hand and official seal this $2nd$ day of February, 2001.
My Commission Expires:  NOTARY PUBLIC
(Printed Name of Notary)

GRETCHEN M. HARPER
MY COMMISSION # CC 634758
EXPIRES: July 23, 2001
Bonded Thru Notery Public Underwriters

(SEAL)

#### EXHIBIT "A"

# SHAREHOLDERS CONSENT TO VOLUNTARY CORPORATE DISSOLUTION BY DE-BRAE, INC.

The undersigned, being all of the shareholders of DE-BRAE, INC., consent to the voluntary dissolution of the corporation.

Shareholder Date of Signing Number of Shares

Oebhe Laylor 2-03-2001 1,000

Debbie L. Taylor