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February 18, 2000

Florida Department of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

000003141416--6  
-02/21/00--01039--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Stuart-Paine, Inc.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Articles of Dissolution for the above referenced corporation. Also enclosed is a check in the amount of \$43.75 to cover filing fees in the amount of \$35.00 and the cost for a certified copy in the amount of \$8.75.

If the Articles of Dissolution are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

James N. Powell

JNP/lj

Enclosures: a/s

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00 FEB 21 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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vol dissolved

**ARTICLES OF DISSOLUTION**

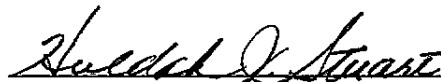
**OF**

**STUART-PAINE, INC.**

**STUART-PAINE, INC.**, a Florida corporation (the "Corporation"), by the undersigned, comprising a majority of the directors of said corporation, file these Articles of Dissolution pursuant to *Florida Statute* 607.1402, and state as follows:

1. The name of the corporation is **STUART-PAINE, INC.**
2. The dissolution of the Corporation was authorized on December 31, 1999, by an Action by Written Consent of Directors in Lieu of a Special Meeting and by an Action by Written Consent of Shareholders in Lieu of a Special Meeting.
3. The dissolution of the Corporation was approved by a majority of the shareholders, a number sufficient for approval. No voting by groups or class was required.
4. The effective date on which the Corporation is dissolved is the effective date of the Articles of Dissolution (i.e., December 31, 1999).

*IN WITNESS WHEREOF* and for the purposes of dissolving the Corporation under the laws of the State of Florida, the undersigned, being the majority of the directors of the corporation, execute these Articles of Dissolution, this 31st day of December, 1999.



Huldah J. Stuart, Director



Thomas L. Paine, Director

**FILED**  
00 FEB 21 PM 12:31  
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TALLAHASSEE, FLORIDA