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PLEASE REPLY TO:
P.O. Box 676
Ponte Vedra Beach, FL
32004-0676

December 8, 1997

Via Federal Express

Corporation Division
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

600002366896--9
-12/09/97--01063--014
*****35.00 *****35.00

Re: Excel Computers of Jacksonville, Inc.

EFFECTIVE DATE
12-10-1997

Ladies and Gentlemen:

Enclosed are the original and one photocopy of the Articles of Dissolution for the above entity to be filed in your office. Also enclosed is our check in the amount of \$35.00 to cover the filing fees.

Please notice that the Articles provide for an effective date of December 10, 1997.

If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER, KOEGLER & DILLINGHAM, P.A.

Peggy D. Adolphson
Certified Legal Assistant

pa
Enclosures

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FILED
97 DEC -9 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISS

89700058788

BB 12/15/97

**ARTICLES OF DISSOLUTION OF
EXCEL COMPUTERS OF JACKSONVILLE, INC.**

EFFECTIVE DATE
12-10-1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -9 AM 9:44

FILED

The undersigned, **Excel Computers of Jacksonville, Inc.**, a Florida corporation, pursuant to Section 607.1402 of the Florida Statutes (1996) by the hand of its President and attested by its Secretary, hereby sets forth its Articles of Dissolution and shows:

ARTICLE I.

The name of the corporation is: **Excel Computers of Jacksonville, Inc.**

ARTICLE II.

The Company does not have a Board of Directors. The names and respective addresses of its current officers are as follows:

President/Secretary/Treasurer	Darrel Phillips, 400 Drake Street Jacksonville, Florida 32254
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ARTICLE III.

Adequate provision has been made for all debts, obligations and liabilities of the Company.

All of the remaining property and assets of the Company will have been distributed to the Shareholders of the Company on or before December 10, 1997 in accordance with their respective rights and interests.

There are no actions pending against the Company in any court.

ARTICLE V.

Attached hereto as Exhibit A is a copy of the resolutions whereby the Directors and Shareholders of the Corporation elected to dissolve the Corporation and adopted a plan of complete liquidation at a joint meeting on December 4, 1997.

ARTICLE VI.

Notice of adoption of a plan of complete liquidation of the Company has been mailed to each known creditor of and claimant against the Company, if any.

ARTICLE VII.

These Articles of Dissolution shall be effective December 10, 1997.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by this Company this 4th day of December, 1997.

EXCEL COMPUTERS OF JACKSONVILLE, INC.

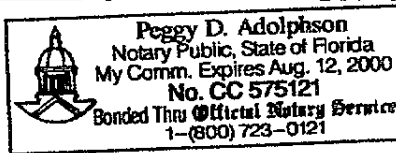
By: *Darrel Phillips*
Darrel Phillips, President and Secretary

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing Articles of Dissolution were acknowledged before me this 4th day of December, 1997, by **Darrel Phillips, President and Secretary of Excel Computers of Jacksonville, Inc.**, []who is personally known to me or []who has produced _____ as identification.

Peggy D. Adolphson
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires: _____



**RESOLUTIONS OF SHAREHOLDERS
OF
EXCEL COMPUTERS OF JACKSONVILLE, INC.**

Pursuant to the authority contained in Section 607.0704, Florida Statutes, (1995), the adoption of the following preamble and resolutions is consented to by the undersigned sole Shareholder of the Corporation.

WHEREAS, the officers of the Corporation have determined that there are no future prospects for operating the business of the Corporation and have formulated a plan of liquidation and distribution of assets of the Corporation.

NOW THEREFORE, BE IT RESOLVED, that all business of this Corporation is hereby terminated; and

FURTHER RESOLVED, that all purchases, contracts, dividends, contributions, compensations, acts, decisions, proceedings, elections, and appointments by the officers of the Corporation since the Corporation's last annual meeting be and hereby are approved; and

FURTHER RESOLVED, that the following plan of liquidation is adopted for assembling and marshaling of the assets of the Corporation, paying or making adequate provisions for creditors and debtors of the Corporation, and apportioning the remaining assets among the Shareholders according to their respective interests:

A. The Corporation has no liabilities in excess of \$ 1000.00 and all such liabilities and obligations of the Corporation will be paid or discharged, or that adequate provision will be made for such liabilities and obligations.

B. The Corporation has assets whose total value is approximately \$ 1000.00, and the officers of the Corporation are authorized to sell any or all of those assets for consideration and on terms and conditions that they deem reasonable or expedient, and to execute instruments that are necessary to transfer title to the assets.

C. After provision for or payment of known debts and liabilities of the Corporation, the officers of the Corporation are authorized and directed to distribute the remaining assets of the Corporation to the Shareholders of record in the following manner: (1) with respect to any cash, by distributing to each Shareholder of record a portion of the cash equal to the proportion that the shares owned by the Shareholder bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each Shareholder of record an undivided interest in each of the assets equal to the proportion that the shares of the

respect to assets other than cash, by distributing to each Shareholder of record an undivided interest in each of the assets equal to the proportion that the shares of the Corporation owned by the Shareholder bears to the total issued and outstanding shares of the Corporation.

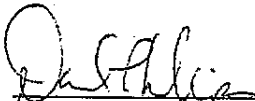
D. The distribution of assets shall be made to the Shareholders of this Corporation on the following conditions: (1) each Shareholder shall surrender, for cancellation, the certificate or certificates evidencing his or her ownership of capital stock of the Corporation; and (2) the distribution shall be in complete satisfaction of the rights of each Shareholder as a Shareholder of the Corporation.

AND BE IT FURTHER RESOLVED, that the President of the Corporation is authorized to do any acts and to take any steps that are necessary or convenient to carry these resolutions into effect, including, but not limited to, the execution of any instruments that are required to vest title to the assets of this Corporation in the Shareholders; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to take appropriate measures to obtain Shareholder approval of this authorized plan of liquidation by obtaining either the affirmative vote of the Shareholders entitled to cast at least a majority of the votes that all Shareholders are entitled to cast on the plan or by obtaining the written consent of all of the Shareholders to the plan; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this Corporation.

Executed this 4th day of December, 1997



Darrel Phillips, Shareholder