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Of Counsel

P 97000081362

February 16, 1999

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Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: EARL BENJAMIN & COMPANY, INC.

Gentlemen:

Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Dissolution of Corporation
2. Check made payable to the Florida Secretary of State in the amount of Eighty-Seven Dollars and Fifty Cents (\$43.75) for the following:

A.	Filing Fee	\$ 35.00
B.	Certified copy of Articles	8.75

Total	\$ 43.75
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Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,



Jeffrey S. Schelling

Diss
4-22-99
JSC

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 1999

JEFFREY S. SCHELLING, ESQ.
SUITE 142
5100 TAMiami TRAIL NORTH
NAPLES, FL 34102

SUBJECT: EARL BENJAMIN & COMPANY, INC.
Ref. Number: P97000081362

We have received your document for EARL BENJAMIN & COMPANY, INC. and your check(s) totaling \$43.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 799A00008712

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Dissolution

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS OF ARTICLES OF DISSOLUTION Earl Benjamin & Company, Inc.,

An Special meeting of the Board of Directors and Shareholders of the Corporation was held on December 24, 1998 at 4:00 p.m. at 999 9th Street South, Suite 103, Naples, Florida 34102.

At least fifty-one percent of the Directors and Shareholders being present, and a quorum being established, the meeting was called to order by the Chairman. The Chairman advised that the meeting was called to appoint Directors, approve and adopt a Plan of Dissolution and Liquidation. A copy of the Plan of Dissolution and Liquidation was presented to those present and upon motion duly made, seconded and unanimously carried, it was:

DIRECTED that, Justin Graydon, having received notice did attend meeting.

FURTHER, Justin Graydon was appointed Chairman, and Steven Graydon was present as Corporate President.

RESOLVED, that the Plan of Dissolution and Liquidation presented to the meeting is hereby approved and adopted by the Board of Directors, that a copy of the Plan of Dissolution and Liquidation shall be appended to these minutes, and it is further

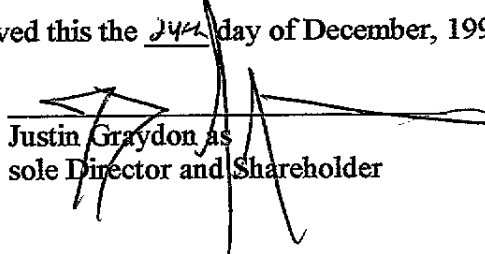
RESOLVED, that the Plan of Dissolution and Liquidation presented to the meeting be, and the same is hereby approved and adopted by the Shareholders, and the corporation shall be dissolved pursuant to said plan. The Plan of Dissolution and Liquidation was then voted upon. The chairman thereupon announced that a majority of all of the outstanding shares of the corporation voted for such resolution and that, therefore, such resolution was duly adopted by the shareholders.

RESOLVED, that the signing of the minutes by the Directors shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

RESOLVED, that as of this date there are NO known debts or outstanding obligations of ~~Hedinger Enterprises, Inc.~~, and therefore no notices to outstanding creditors will be sent.
Earl Benjamin & Company

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Approved this the 24th day of December, 1998.


Justin Graydon as
sole Director and Shareholder

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TALLAHASSEE, FLORIDA