

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P97000107866

St. Matthews
Enterprises, Inc.

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-11/17/98-01027-013

*****35.00 *****35.00

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

☒ Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 NOV 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 NOV 17 AM 10:31
TALLAHASSEE, FLORIDA

Signature

Requested by: *AS*

Name

11/17

Date

9:29

Time

Walk-In

Will Pick Up

ASR
11/17/98

ARTICLES OF DISSOLUTION
OF
ST. MATTHEWS ENTERPRISES, INC.

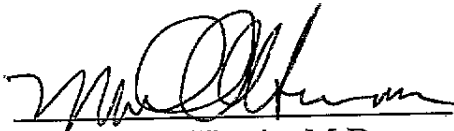
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is St. Matthews Enterprises, Inc. It was organized under the laws of the State of Florida on the 24th day of December, 1997, and assigned document number P97000107866.

The Corporation has elected to dissolve as of December 31, 1998, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 13th day of November, 1998, in Okaloosa County, Florida.

ATTEST:



Michael A. Harris, M.D.
Secretary


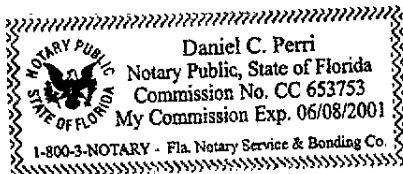
By:


Michael A. Harris, M.D.
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared Michael A. Harris, M.D., as President and Secretary of St. Matthews Enterprises, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 13th day of November, 1998.


Daniel C. Perri
Notary Public
My Commission Expires:

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
ST. MATTHEWS ENTERPRISES, INC.**

A special meeting of the shareholders of St. Matthews Enterprises, Inc., a Florida corporation, was held at 5 Clifford Drive, Shalimar, Florida, on the 13th day of November, 1998, pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

Michael A. Harris, M.D.

In Person

Michael A. Harris, M.D. acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of St. Matthews Enterprises, Inc. and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of St. Matthews Enterprises, Inc.:

WHEREAS, the shareholders, upon recommendation of the directors of St. Matthews Enterprises, Inc., have determined that it is advisable and beneficial for the corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of St. Matthews Enterprises, Inc.;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of St. Matthews Enterprises, Inc., to pay or make adequate provisions for the debts of St. Matthews Enterprises, Inc., and apportion the remaining assets among the shareholders according to their respective interests:

1. St. Matthews Enterprises, Inc. shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

2. St. Matthews Enterprises, Inc. will distribute all of its property and assets effective as of December 13, 1998.

3. All liabilities and obligations of St. Matthews Enterprises, Inc. will be paid or discharged, or adequate provision will be made for them.


4. The officers of St. Matthews Enterprises, Inc. are authorized to sell or otherwise liquidate all the properties and assets of St. Matthews Enterprises, Inc. that they deem necessary or advantageous to facilitate the liquidation.

5. The officers of St. Matthews Enterprises, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of St. Matthews Enterprises, Inc.

6. After the provision for, or payment of, the known debts and liabilities of St. Matthews Enterprises, Inc., the officers are authorized and directed to distribute the remaining cash or other assets of St. Matthews Enterprises, Inc. to the shareholders of record according to their respective rights and interest in exchange for their shares in St. Matthews Enterprises, Inc.

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



Michael A. Harris, M.D.
Chairperson and Secretary

RESOLUTION OF THE BOARD OF DIRECTORS
FOR DISSOLUTION
OF
ST. MATTHEWS ENTERPRISES, INC.

WHEREAS, St. Matthews Enterprises, Inc. has ceased or will cease business activity as of December 31, 1998 and there is no intention to undertake any other business;

WHEREAS; the Board of Directors of ST. MATTHEWS ENTERPRISES, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on December 13, 1998, at 6:00 p.m., at the offices of the Daniel C. Perri, Attorney;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 13th of November, 1998 at Shalimar, Florida.



Michael A. Harris, M.D.
Director

**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
ST. MATTHEWS ENTERPRISES, INC.**

We the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of St. Matthews Enterprises, Inc. be held on the date and time and at the place stated below for the purpose of considering the dissolution of St. Matthews Enterprises, Inc. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: December 13, 1998

Time of Meeting: 6:00 p.m.

Place of Meeting: 5 Clifford Drive
Shalimar, FL 32579

A handwritten signature in cursive script, appearing to read "Michael A. Harris", is written over a horizontal line.

Michael A. Harris, M.D.
Sole Shareholder

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
ST. MATTHEWS ENTERPRISES, INC.**

We the undersigned shareholders of St. Matthews Enterprises, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 13th day of December, 1998.



MICHAEL A. HARRIS, M.D.
SOLE SHAREHOLDER