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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.

Board Certified Real Estate Attorney

JAMES H. SIESKY, P.A.

DOUGLAS A. WOOD, P.A.

SUITE 201, THE FAIRWAY BUILDING

1000 TAMiami TRAIL NORTH

NAPLES, FLORIDA 34102

August 31, 1999

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

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-09/02/99--01084--012
*****35.00 *****35.00

Re: The Upstairs Gallery, Inc.

Ladies:

Enclosed for filing, please find the Articles of Dissolution of The Upstairs Gallery, Inc.
along with our check in the amount of \$35.00 to cover the cost.

Thank you for your assistance in this matter.

Sincerely,

SIESKY, PILON & WOOD

James A. Pilon

James A. Pilon

JAP/hno
Enclsoures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOID IS
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9-13

ARTICLES OF DISSOLUTION
OF
THE UPSTAIRS GALLERY, INC.

On the 20th day of July 1999 by resolution duly adopted, the Board of Directors of The Upstairs Gallery, Inc. recommended to the Shareholders of the Corporation that the Corporation dissolve on or before August 1st, 1999.

On the 20th day of July, 1999 by a unanimous vote, the Shareholders voted, in agreement with the recommendation of the Board of Directors, to dissolve the Corporation and to authorize the Officers of the Corporation to take all actions necessary to dissolve the Corporation, including the filing of Articles of Dissolution with the Florida Secretary of State.

THEREFORE, pursuant to the recommendation of the Board of Directors and on the unanimous vote of the Shareholders, effective the 1st day of August, 1999, The Upstairs Gallery, Inc. is hereby voluntarily dissolved.

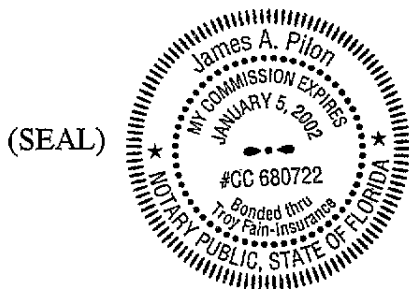
The Upstairs Gallery, Inc., a Florida corporation

CORP SEAL

By Janice McBride Ward
Janice McBride Ward, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Janice McBride Ward, as President of The Upstairs Gallery, Inc., to me known to be the person described in and who executed the foregoing Articles of Dissolution, who did not take an oath and who acknowledged before me that she executed the same on behalf of The Upstairs Gallery, Inc. pursuant to authority vested in her as President of the Corporation. WITNESS my hand and official seal in the County and State last aforesaid this 30 day of August, 1999.



James A. Pilon
Notary Signature
Print name JAMES A. PILON
My Commission Expires: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE