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34478

July 27, 1999.

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REAL ESTATE
PROBATE
GENERAL PRACTICE

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

re: PHOENIX VENTURES, INC.

300002945183-5
-07/29/99-01058-017
*****87.50 *****43.75

Gentlemen:

Enclosed please find original and a copy of Articles of Dissolution for the above captioned corporation, together with my check for the filing fee and a certifying my copy.

Very truly yours,
JCT
John C. Trentelman

JCT:vmc
enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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V. SHEPARD AUG 5 1999

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTIONS 607.1402 & 607.1403
OF THE
FLORIDA GENERAL CORPORATION ACT**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Phoenix Ventures, Inc.

2. The names and respective addresses of its officers are:

Anne E. Mersis, President, Secretary

3806 Solebury Pl
Midlothian, VA 23113

Emanuel J. Mersis, Vice President

3806 Solebury Pl
Midlothian, VA 23113

3. The names and respective addresses of its directors are:

None

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

5. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. That the stockholders of said corporation, at a meeting duly held and called for that purpose, at the law offices of John C. Trentelman, 207 N. Magnolia Avenue, Ocala, Florida, at 10:00 AM on July 12, 1999, notice of which said meeting was duly waived by each and all of the stockholders as appears by written waiver in writing annexed and forming a part of the minutes of said meeting of said stockholders, did by unanimous vote adopt the following resolution:

“RESOLVED, that the following plan of liquidation, pursuant to Section 333 of the 1954 Internal Revenue Code, be and the same is hereby adopted.

- I. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Chamblee, Georgia, attaching thereto a certified copy of this resolution, indicating that the Stockholders have adopted a plan of liquidation pursuant to Section 333, Internal Revenue Code of 1954.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- II. That the corporation, by its duly authorized officers proceed to liquidate and transfer the assets and liabilities to the stockholders in cancellation and redemption of the capital stock within the calendar month of July, 1999.
- III. That as soon as practical, after the distribution and transfer of the assets and liabilities to the stockholders in exchange for their capital stock, Counsel for the corporation shall file Articles of Dissolution for the corporation pursuant to Florida Statutes 607.1403, and that the officers of the corporation are hereby authorized to effectuate such dissolution.
- IV. That the officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders, said officers being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders to liquidate the corporation in accordance with a plan of liquidation adopted pursuant to Section 333, Internal Revenue Code of 1954".

And that thereupon, at said meeting, the owners and holders of the entire issued and outstanding stock of Phoenix Ventures, Inc., did signify their consent in writing that such corporation be dissolved forthwith by signing and executing the consent which is hereto annexed and forms a part hereof.

July IN WITNESS WHEREOF, we have made and executed this certificate, this 12 day of July, 1999, at Midlothian, Virginia.

PHOENIX VENTURES, INC.
 BY Anne E. Mersis (Seal)
 ANNE E. MERSIS, President
3806 Soleberry PL
Midlothian VA 23113

AND Anne E. Mersis
 ANNE E. MERSIS, Secretary

STATE OF VIRGINIA
 COUNTY OF Wa

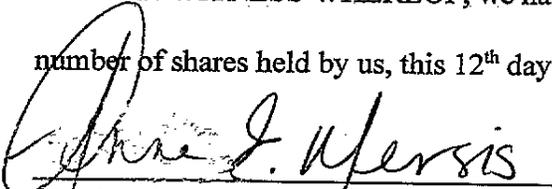
The foregoing instrument was acknowledged before me this 12 day of July, 1999, by Anne E. Mersis, as President and Secretary of Phoenix Ventures, Inc., who is personally known to me or furnished as ID and who did/did not take an oath.

Christine M. ...
 Notary Public, State of Virginia
 MY COMMISSION EXPIRES: June 30, 2001

**WRITTEN CONSENT OF STOCKHOLDERS OF PHOENIX VENTURES, INC.
A FLORIDA CORPORATION TO VOLUNTARILY DISSOLVE SAID CORPORATION
PURSUANT TO SECTION 607.1402 F.S.A.**

We, the undersigned, the holders and owners of record of all the issued and outstanding shares of stock of Phoenix Ventures, Inc., a corporation organized under the laws of the State of Florida, and entitled to vote on the dissolution thereof, do hereby consent that the said corporation be dissolved forthwith, pursuant to F.S.A. 607.1402 and 607.1403 and do hereby sign this instrument for the purpose of signifying such consent in writing as required.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and also the number of shares held by us, this 12th day of July, 1999.


ANNE E. MERSIS

100 shares

✓ (Corporate seal)