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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 OCT 10 PM 3:31

October 8, 2002

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

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-10/10/02--01069--011  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Gentlemen:

Re: **THE INVESTMENT ADVISORY GROUP, INC.**

Enclosed please find the original and one photocopy of the Articles of Dissolution for the above corporation.

Please file this document and return one certified copy to this office.

Our check in the amount of \$43.75 is enclosed for your fees for same.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Donald R. Hall

DRH:dk  
Encs.

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ARTICLES OF DISSOLUTION

1. The name of the corporation is THE INVESTMENT ADVISORY GROUP, INC.

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

Alicia Hall-Freiwald - President/Secretary/Treasurer  
28050 U.S. Hwy. 19 North  
Suite 402  
Clearwater, FL 33761

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

Alicia Hall-Freiwald  
28050 U.S. Hwy. 19 North  
Suite 402  
Clearwater, FL 33761

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

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

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

7. A copy of the resolution to dissolve is attached. That resolution to dissolve was authorized and adopted by a majority of the shareholders of the corporation on the 4th day of October, 2002, which was sufficient for approval of said dissolution.

DATED this 4th day of October, 2002.

*Alicia Hall-Freiwald*  
Alicia Hall-Freiwald  
President/Secretary/Treasurer

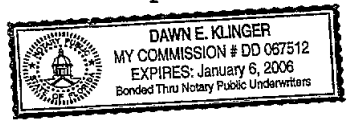
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME personally appeared ALICIA HALL-FREIWALD, President, Secretary, and Treasurer of THE INVESTMENT ADVISORY GROUP, INC., and she acknowledged before me that she executed the foregoing Articles of Dissolution, and she is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 4th day of October, 2002.

*Dawn E. Klinger*  
Notary Public  
My Commission Expires:



MINUTES  
JOINT SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS  
THE INVESTMENT ADVISORY GROUP, INC.

A special meeting of the directors and stockholders of THE INVESTMENT ADVISORY GROUP, INC. was duly called and held on October 4, 2002, at 10:00 a.m., at the offices of the corporation. All directors and stockholders were present and agreed by their signatures affixed to these minutes to waive notice of time, place and purpose of this meeting.

Alicia Hall-Freiwald acted as Chairman and as Secretary of the meeting.

The Chairman stated that the purpose of the meeting was to consider a plan of liquidation and dissolution of the corporation.

In the discussion which followed, it was agreed that it would be advisable to liquidate the corporation and to bring about its dissolution.

The Chairman presented a proposed plan of complete liquidation of the corporation, adopted by the Board of Directors and recommended by them for adoption. After full consideration and upon motion duly made and carried, the following resolution was unanimously adopted:

SECTION 331

WHEREAS, the Board of Directors of the corporation has determined that it is in the best interests of the corporation and its shareholders to wind up the affairs of the corporation, to distribute within a period of 12 months all of its assets in complete liquidation pursuant to the provisions of Section 331 of the Internal Revenue Code, and to dissolve the corporation.

BE IT RESOLVED, that the following plan of liquidation of the corporation be and it is hereby adopted:

(1) During the period ending 12 months from the date of adoption of this plan, the appropriate officers of the corporation are authorized to negotiate and consummate sales of all or any portion of the assets of the corporation for such price and upon the terms and conditions as they determine to be in the best interests of the corporation and its shareholders.

(2) During the 12 month period, the corporation shall continue its business to the extent necessary to collect all of its accounts receivable, pay all of its liabilities and otherwise conduct business consistent with the objective of the corporation to sell its assets and wind up the affairs of the corporation. During the 12 month period, the appropriate officers of the corporation are authorized to make periodic distributions of assets of the corporation to its shareholders, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as may be necessary to pay expenses or liabilities and to continue the operation of assets not having been sold at the time of any such periodic distribution. All such liquidation distributions to the shareholders shall be pro rata in accordance with the ownership of the stock of the corporation.

(3) Not later than the 3rd day of October, 2003, being the end of the 12 month period following the date of adoption of this plan, all assets of the corporation not previously distributed which, in the opinion of the officers of the corporation, are no longer needed for payment of expenses or liabilities of the corporation, shall be distributed pro rata to the shareholders of the corporation. Upon such distribution, each shareholder shall surrender for cancellation the certificates representing his ownership of stock in the corporation.

(4) Within 30 days after the date of adoption of this plan of liquidation, the Secretary of the corporation shall file Treasury Department Form 966 with the appropriate officer of the Internal Revenue Service, and all required attachments thereto.

(5) Upon distribution of all of the assets of the corporation in complete liquidation, the officers of the corporation shall instruct the corporation's accountants to close the books of the corporation and to prepare and timely file a final Federal income tax return and State income tax return on behalf of the corporation, and Treasury Department Forms 1096 and 1099L.

(6) After all of the assets of the corporation have been distributed in complete liquidation to the shareholders in proportion to their stock ownership in the corporation, the appropriate officers and directors of the corporation shall cause to be filed with the Office of the Secretary of State of the State of Florida the necessary documents pursuant to the provisions of Section 607.267, Florida Statutes, as that statute presently exists

or may be amended, to effect a complete statutory dissolution of the corporation. The officers and directors of the corporation shall have the power to adopt all resolutions, execute all documents, file all papers and take whatever action they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the corporation, so long as any such action shall not be inconsistent with the provisions of Section 331 of the Internal Revenue Code and the Treasury Regulations issued thereunder. This plan shall be deemed to authorize such action as, in the opinion of counsel for the corporation, may be necessary to conform with the provisions and requirements of Section 331 of the Internal Revenue Code.

There being no further business, the meeting was adjourned.

  
Alicia Hall-Freiwald,  
Secretary

WAIVER:

  
Alicia Hall-Freiwald