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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CORPORATE DISSOLUTION

DOCUMENT NUMBER: P98000102033

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID SCHILL

(Name of Person)

SCHILL ENTERPRISES, INC.

(Name of Firm/Company)

3208 LAGO VISTA DR

(Address)

MELBOURNE, FL 32940

(City/State/and Zip Code)

For further information concerning this matter, please call:

DAVID SCHILL

(Name of Person)

at (321) 752-8061

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
 \$43.75 Filing Fee & Certificate of Status
 \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

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

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

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FIRST: The name of the corporation is: _____
SCHILL ENTERPRISES, INC.

SECOND: The date dissolution was authorized: 10-31-04 .

THIRD: Adoption of Dissolution

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."]
(voting group)

Signed this 5th day of NOVEMBER, 20 04 .

Signature David Schill
(By the Chairman or Vice Chairman of the Board, President, or other officer)

DAVID SCHILL
(Typed or printed name)

SECRETARY
(Title)

Plan of Liquidation

I. Corporation Information

- A. Proposed date of corporate liquidation: 10-31-2004
- B. Planned date of liquidating distribution: 11-5-2004
- C. Corporate officers information:

President: JOSEPH G. SCHILL .

1220 MOSELY DR. APT.#24 .

LYNCHBURG, VA 24501 .

Treasurer: ROBERT A SCHILL, JR. .

225 DELFINO WAY .

HENDERSON. NV 89014 .

Secretary: DAVID M. SCHILL .

3208 LAGO VISTA DR. .

MELBOURNE, FL 32940 .

D. Shareholder information:

<u>Shareholder Name</u>	<u>S/H SS#</u>	<u># SHARES & (%)</u>
<u>JOSEPH G. SCHILL</u>	<u> </u>	<u>150 (50.%)</u>
<u>DAVID M. SCHILL</u>	<u> </u>	<u>150 (50.%)</u>
<u> </u>	<u> </u>	<u>()</u>
<u> </u>	<u> </u>	<u>()</u>

E. State of incorporation: FLORIDA .
 Foreign corporation status: NA .

II. Corporate Assets and Liabilities

<u>Corporate Assets:</u>	<u>Asset FMV</u>	<u>Adj Basis</u>
A. <u>BANK ACCOUNT</u>	<u>\$ 10975.27</u>	<u>\$10975.27</u>
B. _____	\$ _____	\$ _____
C. _____	\$ _____	\$ _____
D. _____	\$ _____	\$ _____
E. _____	\$ _____	\$ _____
TOTAL	<u>\$ 10975.27</u>	<u>\$10975.27</u>

<u>Corporate Liabilities:</u>	<u>Amounted Owed (per books)</u>	
A. _____	\$ _____	_____
B. _____	\$ _____	_____
C. _____	\$ _____	_____
D. _____	\$ _____	_____
E. _____	\$ _____	_____
TOTAL	<u>\$ 0.00</u>	<u>_____</u>

NOTE: Use additional worksheets to record assets and liabilities, if required.

Actions taken to satisfy outstanding liabilities:

ALL LIABILITIES WERE SATISFIED BEFORE MAKING THE LIQUIDATING DISTRIBUTIONS.

(Use additional worksheets if more space is needed.)

III. Shareholder Distributions.....(in liquidation of assets).

Shareholder Name: JOSEPH G. SCHILL SS#: _____

Adjusted basis in shares owned: \$ 19207.50.

Fair Market Value (FMV) of assets distributed: \$ 5487.64 .

Distributions to the extent of 'Earnings and Profits' \$ NA .

Reportable gains and/or losses:

LOSS ON STOCK \$5488 - \$19208 = (\$13720)

Other relevant information:

NA

.....
Shareholder Name: DAVID M. SCHILL SS#: _____

Adjusted basis in shares owned: \$ 19207.50 .

Fair Market Value (FMV) of assets distributed: \$ 5487.64 .

Distributions to the extent of 'Earnings and Profits' \$ NA .

Reportable gains and/or losses:

LOSS ON STOCK \$5488 - \$19208 = (\$13720)

Other relevant information:

.....

IV. Retained assets to satisfy closing expenses:

A. Tax preparation and closing expenses	\$ _____ .
B. Legal expenses:	\$ _____ .
C. Other outstanding items:	
<u>2004 TAX PREP</u>	\$ 353 .
<u>DISSOLUTION PREP</u>	\$ 300 .
<u>FL DISSOLUTION FEE</u>	\$ 35 .
_____	\$ _____ .
_____	\$ _____ .
TOTAL	\$ 688 .

V. Additional Tax Information

CERTIFICATION SECTION

"I certify that this is the Corporate Plan of Liquidation created to liquidate corporate assets and liabilities and to distribute remaining assets to shareholders".

(Corporate Seal)

David Schill
SECRETARY (Title) 11-5-2004 (Date)

RESOLUTION OF BOARD OF DIRECTORS OF

SCHILL ENTERPRISES, INC.

RESOLVED, That in the judgement of this Board of Directors, it is deemed advisable and for the benefit of its stockholders that said Corporation should be dissolved; and to that end, as required by law, it is ordered that a meeting of those stockholders of said Corporation having voting power to take action upon this resolution is hereby called, to be held at the principal office of said Corporation, at 3208 LAGO VISTA DR. MELBOURNE, FL on this 31st day of OCTOBER, 2004, and

RESOLVED, FURTHER, That the Secretary of this Corporation is hereby authorized and directed to cause notice of the adoption of this resolution to be mailed to each stockholder of this Corporation residing in the United States, or elsewhere.

I do hereby certify that I am the duly elected and qualified Secretary, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the By-laws of said Corporation on this 5th day of NOVEMBER, 2004 and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 5th day of NOVEMBER, 2004.

A True Record
Attest

David Schill
Secretary