

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

P98000105763

December 9, 1999

Via Federal Express
No. 8096833169060

Division of Corporations
409 East Gaines
Post Office Box 6327
Tallahassee, FL 32314

Ladies/Gentlemen:

Re: Articles of Dissolution
WMS & Company, Inc.

Enclosed are the original and one copy of the Articles of Dissolution for the referenced corporation together with a check in the amount of \$35.00 to cover the fees for filing the Articles.

After filing, please return a date-stamped copy to our office. Should you have any questions, do not hesitate in contacting me.

Very truly yours,



Carrie E. Lademan

CEL:kt
Enclosures as stated

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.**
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER***
CARRIE POULOS-LADEMAN
PAUL L. KUTCHER****

BURT L. SAUNDERS
OF COUNSEL

* Board Certified Real Estate Attorney
** Board Certified City, County and Local Government Attorney
*** Also admitted in Indiana and Georgia
**** Also admitted in Pennsylvania

400003067084--4
-12/10/99-01082-007
*****35.00 *****35.00

FILED
99 DEC 10 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Uo/d:s

V. SHEPARD DEC 17 1999

Please Respond to: Pelican Bay

Pelican Bay 801 Laurel Oak Dr., Suite 710, Naples, FL 34108 (941) 566-3131 Fax (941) 566-3161
Marco Island 606 Bald Eagle Dr., Suite 500, P.O. Box 1, Marco Island, FL 34146 (941) 394-5161 Fax (941) 642-6402

**ARTICLES OF DISSOLUTION
OF
WMS & COMPANY, INC.**

FILED
99 DEC 10 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act,
the undersigned corporation adopts the following articles of dissolution for the purpose of
dissolving the corporation:

FIRST: The name of the corporation (the "Corporation") is WMS & COMPANY,
INC.

SECOND: The names and respective addresses of the Corporation's officers are as
follows:

| <u>Name and Office</u> | <u>Address</u> |
|------------------------------------------------|----------------------------------------------------|
| Douglas Williams, President/Treasurer | 28383 Tasca Drive Bonita Springs, Florida 34116 |
| Daniel J. Hemmer, Vice President/ Secretary | 5725 Green Boulevard Naples, Florida 34116 |

THIRD: The names and respective addresses of the Corporation's directors are as
follows:

| <u>Name and Office</u> | <u>Address</u> |
|------------------------|----------------------------------------------------|
| Douglas Williams | 28383 Tasca Drive Bonita Springs, Florida 34116 |
| Daniel J. Hemmer | 5725 Green Boulevard Naples, Florida 34116 |

FOURTH: Dissolution was authorized on December 7, 1999.

FIFTH: Dissolution was approved by the unanimous consent of the shareholders of
the corporation, said vote being sufficient for approval.

SIXTH: Adequate provision has been made for the payment or discharge of all
liabilities and obligations of the Corporation.

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

EIGHTH: There are no actions pending against the Corporation in any court.

NINTH: The corporation elected to dissolve by the written consent of its shareholders, a copy of which is attached hereto as Exhibit "A".

TENTH: The dissolution shall be effective December 31, 1999.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation respectively, for the purpose of dissolving the Corporation in accordance with the Florida General Corporation Act, have executed these Articles of Dissolution this 7th day of December, 1999.

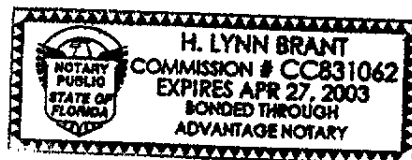
WMS & Company, Inc.

By: *Douglas Williams*
Douglas Williams, as President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7 day of DECEMBER, 1999, by Doug Williams, President of WMS & Company, Inc., on behalf of the corporation, who is personally known to me.

H. Lynn Brant
Print Name: H. LYNN BRANT
Notary Public
Commission No. CC 831062
My Commission Expires: 4/27/2003

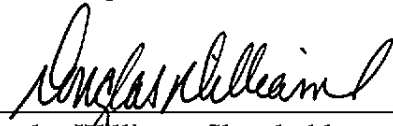


(SEAL)

EXHIBIT "A"

We, the undersigned shareholders of WMS & Company, Inc., consent to the Articles of
Dissolution signed by Douglas Williams, as President of the corporation.

Date: December 7, 1999



Douglas Williams, Shareholder

Date: December 7, 1999



Daniel J. Hemmer, Shareholder