## P98000/08053 DAVIS & FIELDS, P.C.

ATTORNEYS \_\_

25369 HIGHWAY 98, SUITE C-2 DAPHNE, ALABAMA 36526

(334) 621-1555 (334) 621-1520 (FAX)

RICHARD E. DAVIS LESLIE T. FIELDS

September 8, 1999

MAILING ADDRESS:

POST OFFICE BOX 2925 DAPHNE. ALABAMA 36526

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

900002985329--9 -09/13/99--01106--004 \*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Panama City Investments, Inc.

To Whom It May Concern:

Enclosed please find Articles of Dissolution and our firm's check in the amount of \$35.00 regarding the above referenced corporation. Also, please return the enclosed copy via the enclosed self-addressed, stamped envelope. If you should need any further information, do not hesitate to call me. Thank you.

Very truly yours,

LISA DUTTON

Legal Assistant to Richard Davis

RED/Id enclosure

cc:

Mr. Craig Norwood

Mr. Vic Barrett

99 SEP 13 AM 10: 44
SECRETARY OF STATE
AND AHASSEE, FLORIDA

09661/c/dissolution cover ltr 9-2-99

and him

FIRST:

## ARTICLES OF DISSOLUTION

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

The name of the corporation is: Panama City Investments, Inc.

| SECOND: The date dissolution was authorized: June 22, 1999                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| THIRD: Adoption of Dissolution (CHECK ONE)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Signed this 13th day of July 1999.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Signature (By the Chairman or Vice Chairman of the Board, President, or other officer)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Rovaro Craiman or Vice Charman |
| Vice President                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| (Title)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

P.02

P. 04

## RESOLUTION ADOPTED BY

## UNANIMOUS CONSENT OF DIRECTORS AND SHAREHOLDERS

BE IT RESOLVED that the Vice President of Panama City Investments, Inc., be, and he hereby is, authorized and directed to execute the attached Assignment, Release and Termination Agreement.

**BE IT RESOLVED** that the President of Panama City Investments. Inc., be, and he hereby is, authorized and directed to cause the Corporation to be dissolved.

Effective this 22 day of June, 1999.

Ronald C. Norwood

Victor L. Barrett

Michael M. Doodder

Dittner F Will

TWAT/m/dusolution corp

99 SEP 13 NM 10: 44 SECRETARY OF STATEA