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KOKO HEAD, P. A.

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P99000010796

November 1, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500003453625-5
-11/06/00-01113-008
*****35.00 *****35.00

Re: Pinedale Mortgage, Inc.

Gentlemen:

Enclosed please find the Articles of Dissolution for Pinedale Mortgage, Inc. Also enclosed is my firm trust check in the amount of \$35.00 for the filing fee. Please file the Articles of Dissolution and stamp the enclosed copy of Articles of Dissolution as filed to be returned to me in the enclosed, stamped, self-addressed envelope for my records. Should you have any questions, please don't hesitate to contact me.

Sincerely,

Koko Head
Koko Head

KH/kbm
Enclosures

cc: Dan Lofton (w/out enclosures)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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V. SHEPARD NOV 16 2000

ARTICLES OF DISSOLUTION
OF

PINEDALE MORTGAGE CORPORATION

FILED
SECRETARY OF
DIVISION OF CORPOR.
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I, Stephen E. Pearson, Jr., President of Pinedale Mortgage, Inc., a Florida corporation (the "Corporation"), do hereby certify as follows:

I.

The name of the Corporation is Pinedale Mortgage Corporation

II.

Dissolution of the Corporation was authorized and approved by the unanimous Written Consent to Corporation Action of all of the Members of the Board of Directors of Pinedale Mortgage, Inc. to Liquidate Corporation dated August 31, 2000 and the unanimous Written Consent of Shareholders of Pinedale Mortgage, Inc. to Dissolve Corporation dated August 31, 2000. True and correct copies of the foregoing documents are attached hereto as Exhibit "A" and "B" respectively.

III.

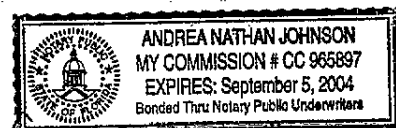
Dissolution of the Corporation shall be effective as of the 31st day of August, 2000.

IN WITNESS WHEREOF, the undersigned Stephen E. Pearson, Jr., President of Pinedale Mortgage, Inc., have set my hand hereto this 30th day of October, 2000.

By: Stephen E. Pearson, Jr.
Stephen E. Pearson, Jr., President

Attest:

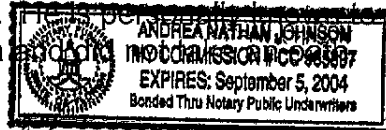
Stephen E. Pearson, Jr.
Stephen E. Pearson, Jr., Secretary



Andrea Nathan Johnson

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of October, 2000, by Stephen E. Pearson, Jr. as President and Secretary of Pinedale Mortgage, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced PERSONALLY KNOWN as identification and



ANDREA NATHAN JOHNSON
Notary Public, State of Florida
Printed ANDREA NATHAN JOHNSON
My Commission expires: 9/5/2004
Commission No. CC 965897

**WRITTEN CONSENT TO CORPORATE ACTION OF
ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS
OF PINEDALE MORTGAGE CORPORATION
LIQUIDATE CORPORATION**

The undersigned, constituting all of the members of the Board of Directors of Pinedale Mortgage, Inc., a Florida corporation hereby consent to the adoption of the following resolutions and the actions represented or authorized by such resolutions, in the capacities as stated above, all pursuant to Sections 607.0704, 607.0821, and 607.1402 of the Florida Statutes (1999), without the necessity of a formal meeting:

WHEREAS, the Board of Directors of the Corporation believes it to be in the best interests of the Corporation that the Corporation be liquidated and dissolved.

NOW, THEREFORE, BE IT RESOLVED that the Corporation shall be liquidated and dissolved as of August 31, 2000, pursuant to the following plan of liquidation and dissolution; and

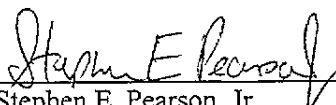
FURTHER RESOLVED that the following plan of liquidation and dissolution of the Corporation be, and hereby is, adopted;

1. The officers and directors of the Corporation are authorized and directed to wind up the affairs of the Corporation by collecting its assets and paying or providing for its liabilities; and
2. The officers and directors of the Corporation are directed to dispose of the Corporation's assets in accordance with the Articles of Incorporation.

FURTHER RESOLVED that the officers and directors of the Corporation be, and the same hereby are, authorized to do or cause to be done all other acts and things, including executing all necessary papers, documents, forms and other instruments, and making and filing all reports, statements, returns and other documents as required by any contract, with this plan of liquidation and dissolution, as they may deem necessary and proper in order to carry out and accomplish the complete liquidation and dissolution of the Corporation under the laws of the State of Florida, including but not limited to Sections 607.1402, 607.1403 and 607.1405 of the Florida Statutes (1991).

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors have executed this

Written Consent to Corporation Action this 31st day of August, 2000.



Stephen E. Pearson, Jr.


Exhibit "A"

**WRITTEN CONSENT OF THE SHAREHOLDERS
OF
PINEDALE MORTGAGE CORPORATION
TO DISSOLVE CORPORATION**


Pursuant to the provisions of Section 607.1402(6) of the Florida Statutes, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all of its shareholders:

1. The name of the corporation is Pinedale Mortgage, Inc.
2. The shareholders of the corporation hereby authorize the dissolution of the corporation, acting in accordance with Section 607.0704.


Dated: August 31, 2000.



Joe Peters, Shareholder



Dan Lofton, Shareholder



Stephen E. Pearson, Jr., Shareholder