

Apr-25-00 50P

Division of Corporations

P99000075130

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : BOGLE & SCHULMAN P.A.
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00 APR 25 PM 4:29
DIVISION OF CORPORATIONS

FILED
00 APR 26 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISSOLUTION

21ST CENTURY LEISURE GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Volum. Dissolved

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04-27-00

DC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 2000

21ST CENTURY LEISURE GROUP, INC.
2238 PEACHLEAF COURT
LONGWOOD, FL 32779

SUBJECT: 21ST CENTURY LEISURE GROUP, INC.
REF: P99000075130

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

THE CORPORATE NAME SHOWN UNDER FIRST IS INCORRECT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Comer
Corporate Specialist

FAX Aud. #: H00000014955
Letter Number: 400A00022865

RECEIVED

00 APR 26 2000

DIVISION OF CORPORATIONS

Apr-25-00 02:50P

P.01



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Darlene Connell
Corporate Specialist

FAX Aud. #: E00000014955
Letter Number: 400A00022633

21st CENTURY LEISURE GROUP, INC.

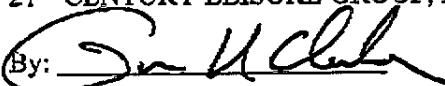
ARTICLES OF DISSOLUTION

21st Century Leisure Group, Inc., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

- FIRST: The name of the corporation is 21st CENTURY LEISURE GROUP, INC.
- SECOND: The shareholders of the company approved the dissolution of the company on April 24th, 2000
- THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: April 24th, 2000

21st CENTURY LEISURE GROUP, INC.

By: 

Name: Graeme Robertson Clarke

Title: President

FILED

00 APR 26 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Calvin Harding Jr, Esq., FL Bar #0089567
Bogic & Schulman, P.A.
P.O. Box 151358
Altamonte Springs, FL 32715-1358
407-834-3311

H0000000149559

UNANIMOUS CONSENT ACTION OF THE
SHAREHOLDERS OF

21st CENTURY LEISURE GROUP, INC.

The undersigned, as all the shareholders of 21st Century Leisure Group, Inc., a Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under s. 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to dissolve 21st Century Leisure Group, Inc.

WHEREAS, it is in the best interests of the Company to consummate this transaction.

NOW, THEREFORE:

BE IT RESOLVED, that the Corporation be dissolved. Graeme Robertson Clarke is authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transaction contemplated by the Agreement, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolution and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transaction contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolution to all stockholders and to certify that such resolution is in full force and effect and has not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the shareholders of 21st Century Leisure Group, Inc., execute the foregoing corporate action for the purpose of giving their consent to it as of the 24th day of April, 2000.


Graeme Robertson Clarke

SEAN BOGLE, Esq.
Bogle & Schuhman, P. A.
P.O. Box 151358
Altamonte Springs, FL 32715-1358

467-834-3311