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April 29, 1998

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL. 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 8:20

Re: Articles of Dissolution of PRS Marina, Inc.


Dear Madam or Sir:

Enclosed herewith for filing, are an original and one copy of the Articles of Dissolution of the above-referenced corporation.

Also enclosed is our firm's check in the amount of \$87.50 for filing of same and for a certified copy of such articles.

If you have any questions, please contact me.

Sincerely,


William P. Gregory

enc.

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DISS.
5-11-98
CC

ARTICLES OF DISSOLUTION

OF

PRS MARINA, INC.

PRS Marina, Inc. hereby files its Articles of Dissolution and would say:

1. The name of the Corporation is:

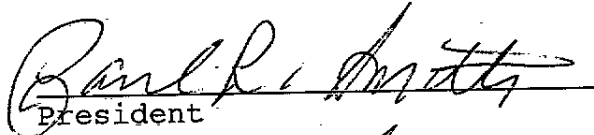
PRS Marina, Inc.

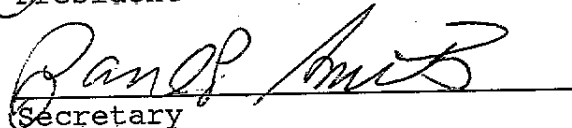
2. The date dissolution was authorized:

3. The foregoing dissolution was approved by the written consent of all of the shareholders eligible to vote of PRS Marina, Inc. on March 28, 1998, pursuant to Section 607.1402(6) and Section 607.0704, respectively, (a copy of which is attached hereto and made a part hereof for all purposes) of the Florida Business Corporation Act.

4. The effective date of these Articles of Dissolution is March 31, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation above executed these Articles of Dissolution this ____ day of April, 1998.


President


Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

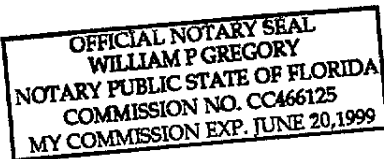
The foregoing instrument was acknowledged before me this 29th day of APRIL, 1998 by PAUL R. SMITH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 8:20

and PAUL R SMITH as President and Secretary,
respectively, of PRS Marina, Inc., a Florida corporation, on behalf
of the corporation. They are personally known to me ~~or have~~
~~produced ~~XXXXXX~~ as identification~~

W P Gregory
Notary Public
Name of acknowledger (typed, printed
or stamped):

My commission expires:



CONSENT TO ARTICLES OF DISSOLUTION

Pursuant to Sections 607.1402(6) and 607.0704, respectively, of the Florida Business Corporation Act, the undersigned, being all of the shareholders eligible to vote of PRS Marina, Inc., hereby consent to the dissolution of the corporation and consent to the Articles of Dissolution of PRS Marina, Inc. The dissolution of the corporation shall be effective as of March 31, 1998.

WITNESS our hands and seals this 29~~th~~ day of April, 1998.

PRS Marina, Inc.

by: Paul R. Smith (SEAL)
President

Sole Shareholder
Paul R. Smith
Underwriting, Inc.

by: Paul R. Smith (SEAL)
Secretary

by: Paul R. Smith
President