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OF COUNSEL

TELEPHONE (407) 425-4305  
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CURTIS N. FLAJOLE  
SALLY R. MURRAY

May 12, 2000

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

Re: Waterford, Inc.  
Airland, Inc.  
Cedar Land, Inc.  
Articles of Dissolution  
Our File No. 26-1

200003253492--5  
-05/15/00--01189--010  
\*\*\*105.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed herein for filing, please find the originals of the Articles of Dissolution regarding the above referenced corporations. Also enclosed, please find our firm check in the amount of \$105.00, representing the filing fees (\$35.00 each). It is my understanding that once these Articles of Dissolution have been filed, we may obtain copies via facsimile at no extra charge.

Sincerely yours,

*Eileen M. Heasley*

Eileen M. Heasley, CLA  
Legal Assistant

FILED  
00 MAY 15 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/emh

Enclosures

*10/12/00*

T. LEWIS MAY 24 2000

**SOBERING, WHITE & LUCZAK, P.A.  
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**DELIVER TO:**

Name: Thelma  
Company: Florida Secretary of State's Office  
Phone No.: (850)488-9000  
Fax No.: (850)487-6897  
RE: Dissolutions of Corporations

**FROM:**

Sender: Eileen Heasley, CLA  
Legal Assistant to Robert B. White, Jr., Esq.  
Date Sent: May 24, 2000  
Page(s): 4 (including cover)

**COMMENTS:**

Thelma, pursuant to our telephone conversation, this will confirm that you will change each of the Articles of Dissolution, Paragraph 2, to read:  
"The day on which the dissolution of the Corporation was authorized is the 28th day of April, 2000, to be effective the 31st day of May, 2000."  
Faxed herewith are the Statements of Dissolution to be attached as Exhibits.

**ARTICLES OF DISSOLUTION FOR  
CEDAR LAND, INC.**

FILED  
00 MAY 15 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, CEDAR LAND, INC., a Florida corporation for profit, hereby submits the following Articles of Dissolution:

1. The name of the Corporation is CEDAR LAND, INC.
2. The day on which the dissolution of the Corporation was authorized is the 28<sup>th</sup> day of April, 2000. Effective Date May 31, 2000.
3. Adoption of Articles of Dissolution CEDAR LAND, INC. was approved by the sole Shareholder of said Corporation, Cedar Holdings, Inc., a Florida corporation, organized and existing under the laws of the State of Florida, as reflected on the Statement of Intent to Dissolve CEDAR LAND, INC. by Written Consent of the Shareholders attached hereto and incorporated herein as Exhibit "A". The number of votes cast for dissolution was unanimous and therefore sufficient for approval under the Bylaws of said Corporation.

Signed this 28<sup>th</sup> day of April, 2000.

CEDAR LAND, INC.,  
a Florida corporation

By: Donald Kouri  
Donald Kouri,  
President

**STATEMENT OF INTENT TO DISSOLVE**  
**CEDAR LAND, INC.**  
**BY WRITTEN CONSENT OF THE SHAREHOLDERS**

Pursuant to the provisions of Section 607.1403(6) of the Florida Statutes. CEDAR LAND, INC., hereby submits the following statement of intent to dissolve the Corporation upon the written consent of all of the Shareholders:

1. The name of the Corporation is CEDAR LAND, INC.
2. The Shareholders of record of CEDAR LAND, INC., owning all of the outstanding and issued shares of the stock of said Corporation, hereby authorize the dissolution of the Corporation, acting pursuant to, and in accordance with, Section 607.0704 of the Florida Statutes.

CEDAR HOLDINGS, INC.,  
a Florida corporation

By: Donald Kouri  
Donald Kouri  
President

Dated the 26<sup>th</sup> day of April, 2000