

542642

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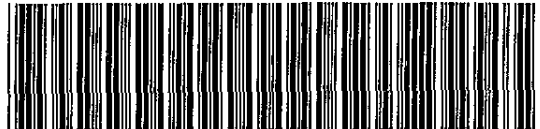
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Ps 3/4/04

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February 27, 2004

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CLIENT/MATTER NUMBER
084126-0144

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Dissolution of Circle L Aviation Corporation

Dear Sir or Madam:

Enclosed for filing are Articles of Dissolution for Circle L Aviation Corporation. Our check in the amount of \$43.75 is also enclosed.

Very truly yours,



Timothy L. Voigtman

Enclosures

cc: Mr. Donald J. Parker, Jr.

**ARTICLES OF DISSOLUTION
OF
CIRCLE L AVIATION CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation as currently filed with the Department of State is CIRCLE L AVIATION CORPORATION (Florida Document Number S42642).

2. The Corporation's Articles of Incorporation were filed with the Florida Secretary of State on April 3, 1991.

3. Dissolution of the Corporation was authorized pursuant to a Written Action in Lieu of a Special Meeting of the Board of Directors and Shareholders of the Corporation as of February 16, 2004, with an effective date of February 28, 2004. The shareholder approval was unanimous, and was sufficient for approval.

4. These Articles of Dissolution shall be effective as of the 28 day of February, 2004.

Signed as of this 16 day of February, 2004.

**CIRCLE L AVIATION
CORPORATION,**
a Florida corporation

By: _____

Karl G. Otzen, President

PLAN OF LIQUIDATION
OF
CIRCLE L AVIATION CORPORATION

WHEREAS, it is deemed advisable and in the best interest of CIRCLE L AVIATION CORPORATION (hereinafter called the "Corporation") to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution by it, as soon as reasonably possible following the adoption of this Plan of Liquidation, of all of its assets in complete liquidation.

NOW, THEREFORE, the following Plan of Liquidation is hereby adopted by the Directors of the Corporation:

1. The officers of the Corporation are authorized to negotiate and to consummate the sale of any portion of the Corporation's properties and assets upon such terms and conditions as may be determined by them to be in the best interest of the Corporation and its Shareholders.

2. The officers of the Corporation shall attempt to collect all of the receivables owing to the Corporation, sell its assets, pay all of its debts and expenses and settle any contingent claims, setting aside any reasonable amount in cash or other property which the officers deem necessary to meet any contingent claims, liabilities or expenses expected to arise.

3. All of the remaining assets of the Corporation, including the proceeds of the sale of any of its assets, shall be distributed in kind to the Shareholders as soon as reasonably possible following the date of adoption of this Plan of Liquidation, in exchange for the surrender of their stock in complete cancellation and redemption of all of the stock of the Corporation in accordance with this Plan of Liquidation. Upon surrender of the certificates of stock in the Corporation by the Shareholders for cancellation, the officers of the Corporation are authorized and directed to issue such checks or execute such assignments, deeds and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the Shareholders.

4. The officers of the Corporation are authorized and directed to perform such acts and deeds to carry out the purposes of this Plan of Liquidation and to completely liquidate the Corporation as soon as reasonably possible following the date of adoption of this Plan of Liquidation in an orderly manner, and the President, and such other officers as are required to do so by law, are expressly authorized to execute any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the liquidation and to consummate this Plan of Liquidation.

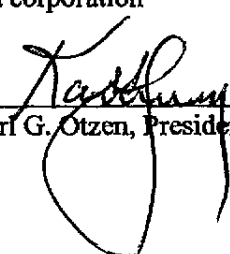
5. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file the final federal income tax return on its behalf. The Corporation shall also cause the Corporation to file Internal Revenue Service Form 966 within thirty (30) days after the adoption of this Plan of Liquidation by the Corporation and its Shareholders and Directors.

6. The Corporation shall cause its attorneys to file Articles of Dissolution with the Florida Secretary of State.

Adopted by the Directors of the Corporation as of February 16, 2004, with an effective dissolution date of the 28 day of February, 2004.

CIRCLE L AVIATION CORPORATION,
a Florida corporation

By: _____


Karl G. Otzen, President