

550496

BROWNING, SIRECI, GULLER & KLITENICK, P.A.

ATTORNEYS AT LAW
402 APPELROUTH LANE
KEY WEST, FLORIDA 33040
TELEPHONE: 305.293.8888
FACSIMILE: 305.294.1144
E-MAIL: info@bsgk.com
WEBSITE: www.bsgk.com

FILED
98 AUG 31 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL L. BROWNING
THOMAS J. SIRECI, JR.
CHARLENE GULLER BROWNING*
RICHARD M. KLITENICK
SHAWN D. SMITH

Of Counsel
HAROLD E. WOLFE, JR., P.A.†
FLORIDA BAR BOARD CERTIFIED ESTATE
PLANNING AND PROBATE ATTORNEY
AND TAX ATTORNEY
RICE & ROBINSON, P.A.
BANKRUPTCY CREDITOR'S RIGHTS

*ALSO ADMITTED IN MASSACHUSETTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

August 28, 1998

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

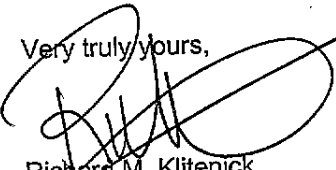
800002629198--1
-08/31/98--01136--011
*****35.00 *****35.00

RE: SOUTHPOINT SAIL & DIVE, INC.

Dear Sirs:

Enclosed please find a copy of the Articles of Dissolution for the subject corporation and check No. 0115 in the amount of \$35.00 for the corresponding filing fees.

Very truly yours,


Richard M. Klitenick
RMK/ad
Enclosures as stated

cc: Michael L. Browning

Angie/Southpoint Divers/Art.ofDiss.ltr.doc

VS SEP 09 1998

Uoldis

**ARTICLES OF DISSOLUTION
of
SOUTHPOINT SAIL & DIVE, INC.**

The Officers and Directors of Southpoint Sail & Dive, Inc., pursuant to §617.1403, Florida Statutes, file the following Articles of Dissolution:

1. The name of the corporation is SOUTHPOINT SAIL & DIVE, INC.

2. The names and respective address of its officers are:

Edward Ruzic
535 Duval Street
Key West, FL

Maria Ruzic
535 Duval Street
Key West, FL 33040

Victoria White
3920 S. Roosevelt Blvd.
B-4055
Key West, FL 33040

3. The names and respective addresses of its directors are:

Edward Ruzic
535 Duval Street
Key West, FL

Maria Ruzic
535 Duval Street
Key West, FL 33040

Victoria White
3920 S. Roosevelt Blvd.
B-4055
Key West, FL 33040

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

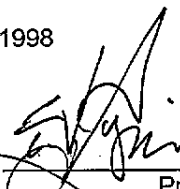
5. No property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

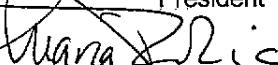
6. There are no actions pending against the corporation in any court.

7. An executed copy of the written consent of the shareholders to dissolve is attached. This written consent has been signed by all shareholders of the corporation.

DATED this 28th day of August, 1998

(CORPORATE SEAL)



President


Vice President Secretary

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this

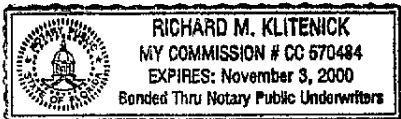
28th day of AUGUST, 1998, by EDWARD RUZIC
MARIA RUZIC, who are personally known to me or who have produced

FILED
98 AUG 31 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/A as identification, and who did take an oath.

My Commission Expires:

[Signature]
NOTARY PUBLIC



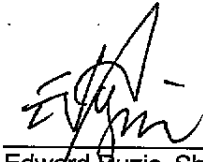
Printed Name _____

Commission No. _____

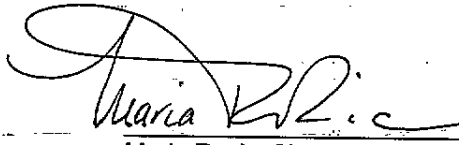
**SHAREHOLDER'S CONSENT TO VOLUNTARY
CORPORATE DISSOLUTION OF
SOUTHPOINT SAIL & DIVE, INC.**

The undersigned, being all of the shareholders of SOUTHPOINT SAIL & DIVE, INC., a Florida corporation, consent to the voluntary dissolution of the corporation.

DATED this 28 day of August, 1998.



Edward Ruzic, Shareholder



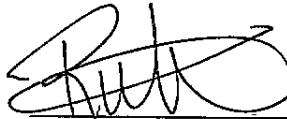
Maria Ruzic, Shareholder

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared EDWARD RUZIC and MARIA RUZIC, who produced N/A (PERSONALLY KNOWN) as identification, the persons who executed the foregoing Shareholder's Consent to Voluntary Corporation Dissolution and acknowledge before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of August, 1998.

My Commission Expires:


NOTARY PUBLIC

H:\Angie\Southpoint Divers\072898 Shareholders consent1.doc

