



563114

Barnett Banks, Inc.

Deborah Story  
Director  
Special Assets

50 North Laura Street  
Post Office Box 40789  
Mail Code 099-000-0730  
Jacksonville, FL 32203-0789  
(904) 791-5719

December 31, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

900002045079--8  
-01/03/97--01126--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: *Sunburst Horizon, Inc. And P.L.W., Inc.*

*Via Airborne*

Dear Sir or Madam:

Enclosed please find the executed original Articles of Dissolution, Shareholders Action by Consent and other necessary documents for the above-referenced corporations, along with checks for \$35.00 to cover the dissolution fee.

Please direct any correspondence related to this matter to the following address:

Deborah Story  
Barnett Banks, Inc.  
50 North Laura Street  
Mail Code: 099-000-0730  
Jacksonville, FL 32202

Thank you for your time and attention to this matter.

Sincerely,

  
Karen A. Clarke  
for Deborah Story

Enclosures  
cc: File

FILED  
97 JAN -2 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 1/4  
Diss

**ARTICLES OF DISSOLUTION  
OF  
P.L.W., INC.**

P.L.W., INC., a Florida corporation (the "Corporation"), by its undersigned officer, files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes, and states as follows:

The name of the Corporation is P.L.W., INC.

The dissolution of the Corporation was authorized by action by written consent of all shareholders of the Corporation, pursuant to Section 607.0704 of the Florida Statutes, said written consent being dated December 16, 1996.

The dissolution of the Corporation was authorized by all of the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purposes of dissolving the Corporation under the laws of the State of Florida, the undersigned officer of the Corporation executes these Articles of Dissolution this 16th day of December, 1996.

Candice Thomas Leonard  
Witness

[Signature]  
Signature of Officer

Gardia Anderson  
Witness

MARCUS BUEROSSE  
Name (Print or Type)

SECRETARY  
Title

FILED  
97 JAN -2 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P.L.W., INC.  
BOARD OF DIRECTORS  
AND  
SHAREHOLDERS ACTION BY CONSENT  
IN LIEU OF ANNUAL MEETING**

December 16, 1996

The undersigned, being all of the members of the Board of Directors and Shareholders of P.L.W., INC., hereby consent to the following action by the Board of Directors and the Shareholders of the Corporation and instruct the Secretary of the Corporation to enter this Certificate into the minutes of the proceedings of the Corporation:

RESOLVED, that pursuant to Section 607.0704 of the Florida Statutes, the Board of Directors elect to dissolve the Corporation.

Execution of this Certificate by the undersigned, being all of the members of the Board of Directors and the sole Shareholder, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, waives any requirement of a formal meeting to conduct the business referred to here.

Dated as of this 16th day of December, 1996.


  
DEBORAH STORY

  
LORA SMALL

  
MARCUS B. SASSE

  
ROY AKINS

BARNETT BANK, N.A. (MANATEE),  
Sole Shareholder

By:   
Harry Woolley, President  
& CEO

**RESOLUTION OF THE SOLE SHAREHOLDER  
OF  
P.L.W., INC.**

The undersigned, being the sole shareholder(s) of all the issued and outstanding shares of **P.L.W., INC.**, a corporation organized under the laws of the State of Florida (hereinafter the "Corporation"), hereby adopts the following resolutions by Written Consent:

**BE IT RESOLVED**, to accept the resignation of **MEHDI GHOMESHI** as a Director of the Corporation and **WILLIAM KRAMER** as a Director of the Corporation;

**BE IT RESOLVED**, that the following persons be and hereby are elected as Directors of the Corporation to serve from the date of election until the next annual meeting of Shareholders, or, if no such meeting shall be held or said meeting shall be delayed, until their respective successors shall be elected and duly qualified.

**DEBORAH STORY  
LORA SMALL  
MARCUS BUEROSSE  
ROY AKINS**

**IN WITNESS WHEREOF**, the undersigned sole shareholder of **P.L.W., INC.**, executes this Written Consent as of the 16th day of December, 1996.

**BARNETT BANK, N.A. (MANATEE) ,  
Sole Shareholder**

By: \_\_\_\_\_

**Harry Woolley, President  
& CEO**

**WRITTEN CONSENT OF THE DIRECTORS  
OF  
P.L.W., INC.**

The undersigned, being all of the Directors of P.L.W., INC., a corporation organized under the laws of the State of Florida (hereinafter the "Corporation"), hereby adopt the following resolutions by Written Consent:

**BE IT RESOLVED**, to accept the resignation of Mehdi Ghomeshi, as President of the Corporation, Deborah Story as Vice President of the corporation and William Kramer as Secretary & Vice President of the corporation.

**BE IT RESOLVED**, that effective upon execution of this Written Consent, the following persons be, and hereby are, elected as Officers of the Corporation.


Deborah Story  
Lora Small  
Marcus Buerosse  
Roy Akins


President  
Vice President  
Secretary & Vice President  
Treasurer & Vice President

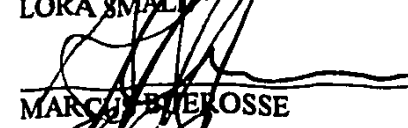
**BE IT FURTHER RESOLVED**, to accept the resignation of Mehdi Ghomeshi as Registered Agent of the Corporation.


**BE IT FURTHER RESOLVED**, that effective upon execution of this Written Consent, Deborah Story be and hereby is, elected as registered agent of the Corporation.

**IN WITNESS WHEREOF**, the undersigned Directors of P.L.W., INC., execute this Written Consent as of this 16th day of December, 1996.

  
DEBORAH STORY

  
LORA SMALL

  
MARCUS BUEROSSE

  
ROY AKINS