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V02901

September 12, 1997

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

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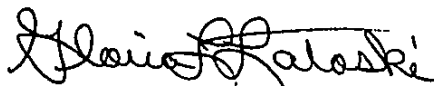
RE: ARTICLES OF DISSOLUTION / MEAGHER & ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed are an original plus one copy of Articles of Dissolution, a copy of the Minutes of a Special Meeting, and a check in the sum of \$35.00.

Also enclosed is a stamped, self-addressed envelope for return of a conformed copy. Thank you.

Very truly yours,



Gloria L. Latoski
Legal Assistant

/gl
Enclosures

Dis.
9-16-97
CC

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DIVISION OF CORPORATIONS
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**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF THE
FLORIDA GENERAL CORPORATION ACT**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is MEAGHER & ASSOCIATES, INC.
2. The dissolution was authorized by the shareholders on September 12, 1997.
3. The number of votes cast by the shareholders was sufficient for approval.

Dated this 12th day of September 1997.

MEAGHER & ASSOCIATES, INC.
a Florida corporation

BY: *Irene T. Meagher*
IRENE T. MEAGHER, President

ATTEST:

Irene T. Meagher
IRENE T. MEAGHER, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

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BEFORE ME, the undersigned authority, personally appeared IRENE T. MEAGHER
who is personally known to me or who produced _____ as

identification and who subscribed the above Articles of Dissolution, and she did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 16 day of September 1997.



Notary Public
My Commission Expires:



JEFFREY A. ICARDI
My Commission CC435970
Expires Mar 02, 1999
Bonded by HAI
800-422-1585

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COPY

**MINUTES OF THE SPECIAL MEETING OF
SHAREHOLDERS OF
MEAGHER & ASSOCIATES, INC.**

A special meeting of the shareholders of Meagher & Associates, Inc. was held at the office of corporate counsel at 237 Lookout Place, Suite 100, Maitland, Florida 32751 on the 12th day of September 1997.

Present were Irene T. Meagher being the sole shareholder of the corporation and Jeffrey A. Icardi, corporate counsel.

Upon motion duly made, seconded and unanimously carried, Irene T. Meagher was nominated and elected Chairman of the meeting and acted as such throughout the meeting.

Upon motion duly made, seconded and unanimously carried, Irene T. Meagher was nominated and elected Secretary of the meeting and acted as such throughout the meeting.

The Chairman called the meeting to order and stated that a quorum of shareholders was present for the conduct of the business before the meeting.

A Waiver of Notice of Meeting subscribed by the shareholders of the corporation was presented and read to the meeting, and it was ordered that it be appended to the Minutes of the Meeting.

The Chairman then said that the Board of Directors recommended dissolution of the corporation as it is in the best interest of the corporation that it cease operations totally and completely and dissolve.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED: That the corporation shall be dissolved as soon as practical. The corporate officers are hereby authorized to take any and all actions necessary to prepare and file Articles of Dissolution with Secretary of State

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of Florida. Further, the corporate officers are directed to instruct the corporate accountant to prepare all necessary final tax returns. The corporate officers are also authorized and instructed to take all necessary actions to wind up and liquidate the corporation's business and affairs. That Irene T. Meagher is hereby appointed as President of the corporation and is authorized to execute all documents needed to effect the dissolution.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the same adjourned.

Irene T. Meagher
Secretary

Irene T. Meagher
Chairman

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