

027956

FRED M. WEBB

1714 W. 23rd St., Suite 0
Panama City, Florida 32402

December 31, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32414

RE: Callaway Forest, Inc.

Dear Sir or Madam:

Enclosed please find the following documents regarding the dissolution of the above reference corporation:

1. Articles of Dissolution Pursuant to Section 607.1403 of the Florida Statutes
2. Statement of Intent to Dissolve Callaway Forest, Inc. by Written Consent of the Shareholders

I have also enclosed a check in the amount of \$35.00 for the filing fee. If you have any questions, please do not hesitate to call me at 904 769-2481.

Sincerely,


Fred M. Webb

FMW/11
Enclosure: 3

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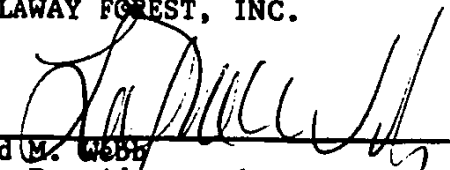
ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE FLORIDA STATUTES

Pursuant to the provisions of Section 607.1403 of the Florida Statutes the undersigned corporation adopts the following Articles of Dissoluton for the purpose of dissolving the corporation:

1. The name of the corporation is Callaway Forest, Inc.
2. Dissolution was authorized on the 31st day of December 1996.
3. The number of shares cast by shareholders was sufficient to approve dissolution of the corporation, i.e. all shareholders voted for dissolution.

CALLAWAY FOREST, INC.

Dated: December 31, 1996

By 
Fred M. Webb
Its: President and Secretary

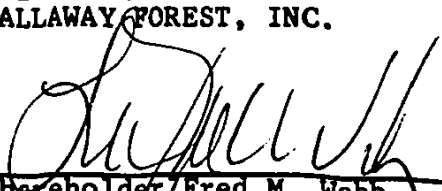
STATEMENT OF INTENT TO DISSOLVE
CALLAWAY FOREST, INC.
BY WRITTEN CONSENT OF THE SHAREHOLDERS

Pursuant to the provisions of Section 607.1402 (6) of the Florida Statutes, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is Callaway Forest, Inc.
2. The shareholders of the corporation hereby authorize the dissolution of the corporation, acting in accordance with Section 607.0704.

BELOW APPEARS SIGNATURES OF
ALL SHAREHOLDERS
CALLAWAY FOREST, INC.

Dated: December 31, 1996


Shareholder/Fred M. Webb