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JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
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August 25, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

RE: FLAMINGO MOTEL OF OKEECHOBEE, INC.: Dissolution of Corporation
Our File Number: 4635
Employer Identification Number: 65-0347629

Dear Sir/Madam:

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-09/04/98--01086--027
*****87.50 *****87.50

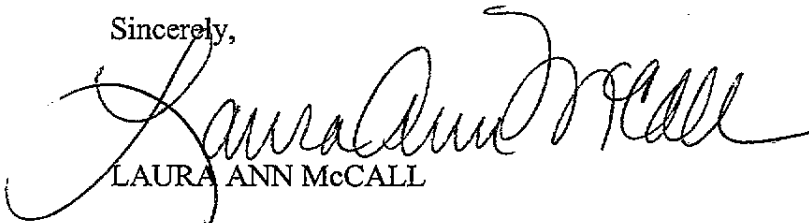
In reference to the above matter, enclosed please find the following:

- 1) Articles of Dissolution;
- 2) Plan of Liquidation;
- 3) Check in the amount of \$35.00, which reflects your fee for filing of same.
- 4) Check in the amount of \$52.50, which reflects your fee for obtaining a Certified Copy of the Plan of Liquidation.

Naturally, if you should have any questions regarding the foregoing, please do not hesitate to contact me.

With kindest regards, I am

Sincerely,



LAURA ANN McCALL

LAM/sko

Enclosures: As stated.

CC: Mr. Haynes Williams and Mrs. Cathy Barber

FILED
98 SEP -4 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TEL SEP 10 1998

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403, FLORIDA STATUTES
(FLORIDA GENERAL CORPORATION ACT)

Pursuant to the provisions of Section 607.1403, Florida Statutes, (Florida General Corporation Act), this Florida corporation adopts and submits the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **FLAMINGO MOTEL OF OKEECHOBEE, INC.**

2. The names and the respective addresses of its officers are:

HAYNES E. WILLIAMS, President
c/o 101 Ranch
State Road 724
Okeechobee, Florida 34972

CATHY E. BARBER, Vice President, Secretary, Treasurer
2503 S.W. 22nd Circle
Okeechobee, Florida 34974

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

HAYNES E. WILLIAMS
c/o 101 Ranch
State Road 724
Okeechobee, Florida 34972

CATHY E. BARBER
2503 S.W. 22nd Circle
Okeechobee, Florida 34974

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4. The day dissolution was authorized: August 3, 1998.
5. Dissolution was approved by the Shareholders. The number of votes cast for dissolution was sufficient for approval.
6. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
7. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest.
8. There are no actions pending against the corporation in any court.

9. A statement of intent to dissolve the corporation is attached hereto.
10. A Statement of Intent to Dissolve the corporation is attached hereto.

DATED this 3rd day of August, 1998.

x Haynes E. Williams
HAYNES E. WILLIAMS, Shareholder

x Cathy E. Barber
CATHY E. BARBER, Shareholder

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

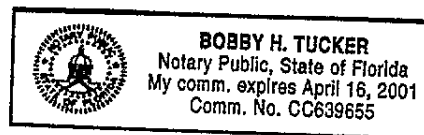
The foregoing instrument was acknowledged before me this 3 day of August, 1998, by HAYNES E. WILLIAMS and CATHY E. BARBER, (x) who are personally known to me or () who have produced _____ as identification.

SWORN TO and SUBSCRIBED before me this 3 day of August, 1998.

x Bobby H. Tucker
Signature of NOTARY PUBLIC

x Bobby H. Tucker
Printed name of NOTARY PUBLIC

My commission expires: x



PLAN OF LIQUIDATION

I, **CATHY E. BARBER**, Secretary of **FLAMINGO MOTEL OF OKEECHOBEE, INC.**, a Florida corporation, do hereby certify that at a meeting of the Board of Directors of **FLAMINGO MOTEL OF OKEECHOBEE, INC.**, duly held on August 3, 1998, the following resolution was unanimously adopted:

“RESOLVED: That all the business affairs and assets of **FLAMINGO MOTEL OF OKEECHOBEE, INC.**, a Florida corporation, be liquidated, and the corporation dissolved, under the following Plan of Liquidation:

1. That there are no assets of this corporation and therefore no assets to be distributed to the shareholders.

2. That there are no liabilities of this corporation and accordingly, no payments need to be paid to any creditor.

3. That this corporation shall cease and discontinue its business and business operations, except such operations as may be necessary to complete the liquidation of this corporation.

4. That the officers of this corporation are authorized to file Articles of Dissolution with the Secretary of State or any federal agency.”

WITNESS my hand and corporate seal this 3 day of August, 1998.


CATHY E. BARBER, Secretary

STATEMENT OF INTENT TO DISSOLVE
FLAMINGO MOTEL OF OKEECHOBEE, INC.
BY WRITTEN CONSENT OF THE SHAREHOLDERS

Pursuant to the provisions of Section 607.1402, Florida Statutes, this Florida corporation submits the following statement of intent to dissolve the corporation upon written consent of its shareholders:

1. The name of the corporation is FLAMINGO MOTEL OF OKEECHOBEE, INC.
2. The shareholders of the corporation hereby authorize the dissolution of the corporation, acting in accordance with Chapter 607, Florida Statutes.

x Haynes E. Williams
Haynes E. Williams, Shareholder

x Cathy E. Barber
Cathy E. Barber, Shareholder

Dated: August 3, 1998
Flamingo Motel of Okeechobee, Inc.