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STONE & GERKEN, P.A.

ATTORNEYS AT LAW

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Mt. Dora, Florida 32757  
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LEWIS W. STONE  
SCOTT A. GERKEN

December 22, 1998

MAILING ADDRESS:  
Post Office Drawer 2048  
Eustis, Florida 32727-2048

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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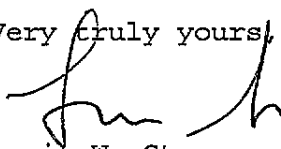
Re: Three Dolphins, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Dissolution, Written Consent of the Stockholders and Directors, and Affidavit to Secretary of State regarding the above-referenced corporation. Also, enclosed is a check in the amount of \$43.75 which represents your filing fee and certified copy of the Articles of Dissolution.

Thank you for your assistance in this matter.

Very truly yours,

  
Lewis W. Stone

LWS:dm  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss.  
1-8-99  
CC

ARTICLES OF DISSOLUTION PURSUANT TO  
SECTIONS 607.1402 AND 607.1403 OF THE FLORIDA GENERAL BUSINESS  
CORPORATION ACT OF  
THREE DOLPHINS, INC.

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation effective December 15, 1998:

1. The name of the corporation is Three Dolphins, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

William E. Compton  
141 Waterman Avenue  
Mount Dora, FL 32757

President and  
Chief Executive Officer

Seth D. Ellis  
141 Waterman Avenue  
Mount Dora, FL 32757

Vice President,  
Chief Financial Officer,  
Secretary and Treasurer

3. The names and respective addresses of the directors of the corporation are as follows:

William E. Compton  
141 Waterman Avenue  
Mount Dora, FL 32757

Seth D. Ellis  
141 Waterman Avenue  
Mount Dora, FL 32757

4. Adequate provision has been made for the payment of all of the debts, obligations, and liabilities of the corporation by payment thereon except for any remaining tax liability which shall be unknown until such time as the final tax return has been filed and which liability, if any, the stockholders shall pay according to their respective interests.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its stockholders in accordance with their respective rights and interests.

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

7. The corporation elected to dissolve by unanimous written consent of stockholders, and such written consent has been signed by all stockholders

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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of the corporation or signed in their names by their attorneys thereunto duly authorized. A copy of such written consent is attached to these articles.

Dated December 15, 1998.

(CORPORATE SEAL)

Three Dolphins, Inc.



William E. Compton

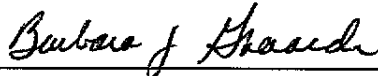


Seth D. Ellis

State of Florida  
County of Lake

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, WILLIAM E. COMPTON, President and Chief Executive Officer of the corporation named above and he acknowledged executing the same for the uses and purposes therein expressed, freely and voluntarily under authority duly vested in him by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of December, 1998.



NOTARY PUBLIC.

My Commission Expires:

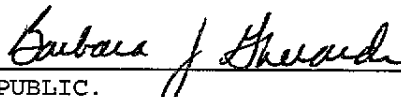


Barbara J. Gherardi  
My Commission CC632554  
Expires March 24, 2001

State of Florida  
County of Lake

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, SETH D. ELLIS, Vice President, Chief Financial Officer, Secretary and Treasurer of the corporation named above and he acknowledged executing the same for the uses and purposes therein expressed, freely and voluntarily under authority duly vested in him by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of December, 1998.



NOTARY PUBLIC.

My Commission Expires:



Barbara J. Gherardi  
My Commission CC632554  
Expires March 24, 2001

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN  
LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND  
BOARD OF DIRECTORS PURSUANT TO SECTION 607.1402 AND 607.1403  
OF THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all the Stockholders and Directors of Three Dolphins, Inc., hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of State law, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. timely file the District Director of Internal Revenue Service at Chamblee, Georgia, a proper final tax return,
2. transfer all of the assets of the corporation to the shareholders of the corporation,
3. file a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
4. file all other forms and documents required by the State of Florida and the Federal Government, including all required tax returns, as soon as possible after the distribution of the corporate assets, and
5. provide for the payment of any indebtedness owed by the corporation to any creditors and/or lienors.

FURTHER, RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Written Consent  
Three Dolphins, inc.  
Page 2

DATED this 15th day of December, 1998.

THREE DOLPHINS, INC.

  
\_\_\_\_\_  
William E. Compton

  
\_\_\_\_\_  
Seth D. Ellis

(CORPORATE SEAL)

AFFIDAVIT TO SECRETARY OF STATE  
RE LIQUIDATION

We, the Officers and Directors of THREE DOLPHINS, INC., in accordance with the requirements of the General Corporation Law of the State of Florida, and in order to obtain the dissolution of said corporation, as provided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of Three Dolphins, Inc. in the State of Florida is at 141 Waterman Avenue, Mount Dora, County of Lake, State of Florida, and the officer in charge thereof, upon whom process against this corporation may be served at said address is William E. Compton.

The dissolution of said Three Dolphins, Inc. has been duly authorized as evidenced by the attached Unanimous Written Consent of Stockholders and Directors in Lieu of Special Meeting in accordance with the provisions of Section 607.1402 of the General Corporation Law of the State of Florida.

The following is a list of the names and residence addresses of the directors of the said corporation:

William E. Compton  
141 Waterman Avenue  
Mount Dora, FL 32757

Seth D. Ellis  
141 Waterman Avenue  
Mount Dora, FL 32757

The following is a list of the names and residence addresses of the officers of the corporation:

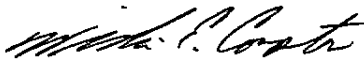
Affidavit to Secretary of State  
Three Dolphins, Inc.  
Page 2


William E. Compton  
141 Waterman Avenue  
Mount Dora, FL 32757

Seth D. Ellis,  
141 Waterman Avenue  
Mount Dora, FL 32757

(CORPORATE SEAL)

THREE DOLPHINS, INC.

  
\_\_\_\_\_  
William E. Compton

  
\_\_\_\_\_  
Seth D. Ellis