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WRITER'S DIRECT NUMBER IS

951-1505

February 20, 1998

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

Re: Our File No. 13863

Gentlemen:

I enclose Articles of Dissolution for Windwell Financial Corporation, along with our check in the amount of \$35 for the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,

*Polly S. Brown*  
Polly S. Brown  
Corporate Paralegal

PSB

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 10:18

RECEIVED  
98 FEB 23 AM 9:53  
DIVISION OF CORPORATIONS

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CORAPVALDS

Diss.

02-25-98  
cc

**WINDWELL FINANCIAL CORPORATION**  
**ARTICLES OF DISSOLUTION**

FIRST: The name of the Corporation is: WINDWELL FINANCIAL CORPORATION.

SECOND: The dissolution of the Corporation was authorized on January 15, 1998.

THIRD: The dissolution of the Corporation was approved by the shareholders of the Corporation in the manner and by the vote required by law and by the charter of the Corporation and the number of shareholders approving the dissolution of the Corporation was sufficient for dissolution. The dissolution of the Corporation was duly authorized by the Board of Directors and Stockholders of the Corporation.

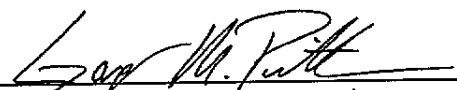
FOURTH: The Corporation is hereby dissolved.

The undersigned President of Windwell Financial Corporation acknowledges the foregoing Articles of Dissolution to be the act of the Corporation and that to the best of his knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the authorization and approval are true and correct in all material respects and that this statement is made under the penalties of perjury.


ATTEST:

WINDWELL FINANCIAL CORPORATION

By:

  
Gary Pittman, Secretary

By:

  
Frank A. Benevento III,  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 10:18