

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

TELEPHONE (407) 655-8980
TELECOPIER (407) 655-9480

December 31, 1996

122260

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-01/06797--01007--005
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In Re: Boynton Landscape Company

Dear Sir:

Enclosed you will find an original and a duplicate copy of the Articles of Dissolution of Boynton Landscape Company. I would appreciate it if you would file the original Articles of Dissolution with your office. The copy of the Articles of the Dissolution should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

You will also find enclosed a check in the amount of \$87.50, in payment of the filing fee and the cost of the certified copy. Finally, you will find enclosed a self-addressed, stamped envelope to be used in returning the certified copy of the Articles of Dissolution to my office.

Thank you for your assistance in this matter. If you should have any questions, please give me a call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

W. Glenn Dempsey

W. Glenn Dempsey

WGD/caw
Enclosures
a/s

cc: Robert R. Horner, Jr.
James D. Sturrock, Jr.
Gerald J. Wygant, Jr.
Wm. Reeves King, Esq.

*Diss
LFD*

1-17-96

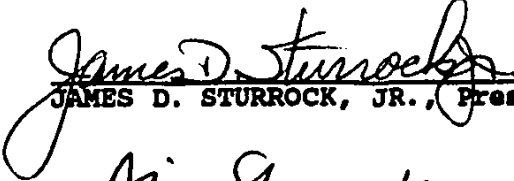
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. All of the remaining property and assets of the Corporation have been distributed to the Corporation's sole shareholder.


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

7. A copy of the Plan of Liquidation for the Corporation, which was approved by the shareholders and directors of the Corporation on October 23, 1986, is attached to these Articles of Dissolution as Exhibit "A".

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Dissolution this 27th day of December, 1996.



JAMES D. STURROCK, JR., President

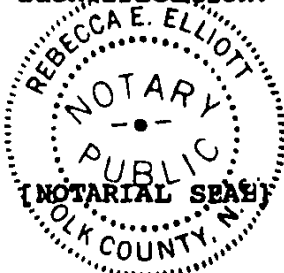


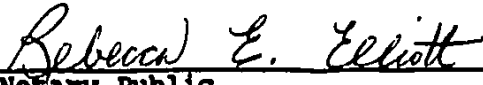
ALICE STURROCK, Secretary

STATE OF NORTH CAROLINA

COUNTY OF Polk

The foregoing instrument was acknowledged before me this 30th day of December, 1996 by JAMES D. STURROCK, JR., the President of BOYNTON LANDSCAPE COMPANY, a Florida corporation, who is either personally known to me or who produced his drivers license as identification.





Notary Public

My Commission Expires 6/6/99

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27
day of December, 1996 by ALICE STURROCK, the Secretary of BOYNTON
LANDSCAPE COMPANY, a Florida corporation, who is either personally
known to me or who produced her drivers license as identification.

Virginia Alvia

Notary Public

[NOTARIAL SEAL]

44cr/BLC.dts



VIRGINIA ALVIA
MY COMMISSION # CC300683 EXPIRES
AUGUST 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT A

PLAN OF LIQUIDATION FOR
BOYNTON LANDSCAPE COMPANY

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of Boynton Landscape Company, a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgement of the Board of Directors and sole shareholder of the Corporation, it is deemed advisable and for the benefit of the shareholder that the Corporation be liquidated and dissolved pursuant to the provisions in Section 337 of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code");

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan");

RESOLVED, that the President of the corporation is hereby authorized to distribute to the shareholder of the Corporation, the cash and other assets of the Corporation in complete liquidation of the Corporation;

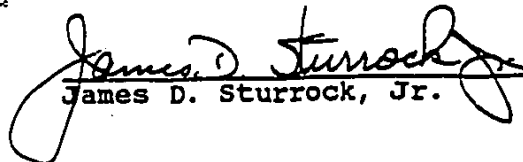
RESOLVED, that the president of the Corporation is authorized and directed to:

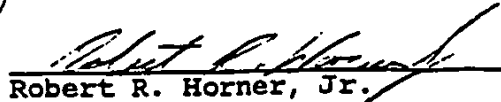
- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that the President and Secretary of the Corporation is authorized, empowered and directed to file all documents which they deem necessary or advisable to effectuate the complete liquidation of the Corporation, including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable.

IN WITNESS WHEREOF, the undersigned have executed this written consent to action approving the above Plan of Liquidation for Boynton Landscape Company this 23rd day of October, 1986.


James D. Sturrock, Jr.


Robert R. Horner, Jr.


Sandra S. Wygant