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LAW OFFICES OF

STEVENS & MENYHART, P.A.

SHELDON D. STEVENS

ANDREW W. MENYHART

160 McLEOD STREET
POST OFFICE BOX 541760
MERRITT ISLAND, FLORIDA 32954-1760
TELEPHONE (407) 453-2221
ORLANDO (407) 425-6084
FAX (407) 459-3024

January 18, 1999

Florida Department of State
Division of Corporations
P O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

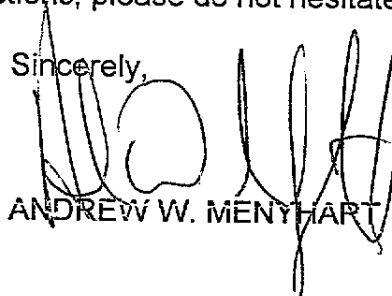
RE: B & G Landscaping and Irrigation Corporation

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution by Directors as well as the check for the sum of \$35.00 regarding the above referenced corporation.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



ANDREW W. MENYHART

AWM/jm

Enclosures

FILED
99 FEB -5 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VS FEB 10 1999

**ARTICLES OF DISSOLUTION BY DIRECTORS
OF
B&G LANDSCAPING AND IRRIGATION, CORP**

**FILED
99 FEB -5 PM 4: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of the corporation being dissolved is B&G
LANDSCAPING AND IRRIGATION, CORP.

**ARTICLE II - FILING DATE OF THE ARTICLES OF
INCORPORATION**

The corporation was filed on October 10, 1997.

ARTICLE III - DATE OF DISSOLUTION

The Dissolution was approved by a majority of the
Shareholders on December 31, 1998.

ARTICLE IV - ADOPTION OF DISSOLUTION

A majority of the incorporators authorized the dissolution.

ARTICLE V - DEBT OF CORPORATION

No debt of the corporation remains unpaid.

ARTICLE VI - CORPORATION ASSETS

The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Dissolution this 30 day of January, 1999.

Michael G. Boucher
Michael Boucher (1/3 shareholder) President
210 Grant Road
Merritt Island, FL 32953

Steven Geiger
Steven Geiger (1/3 shareholder)
455 Monitor Street
Merritt Island, FL 32952


STATE OF FLORIDA
COUNTY OF BREVARD


The foregoing Articles of Dissolution was acknowledged before me this 30 day of January, 1999, by Michael Boucher and Steven Geiger who are personally known to me or who have produced a Florida Driver's License as identification.

Andrew W. Menyhart
Notary Public, State of Florida

My Commission Expires:

 Andrew W. Menyhart
MY COMMISSION # CC794150 EXPIRES
February 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC

 Andrew W. Menyhart
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February 20, 2003
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