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ARTICLES OF DISSOLUTION

- 1. The name of the corporation is CESERY CONSTRUCTION COM-
 - 2. The names and respective addresses of its officers are:

NAME ADDRESS OFFICE

William R. Cesery, Jr. 2647 Cesery Blvd. President Jacksonville, FL 32211

Martha C. Taylor 6740 N. Epping Forest Way Vice President Jacksonville, FL 32217

Barbara H. Cesery 2647 Cesery Blvd. Vice President Jacksonville, FL 32211 & Secretary

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

NAME ADDRESS

William R. Cesery, Jr. 2647 Cesery Blvd. Jacksonville, FL 32211

Martha C. Taylor 6740 N. Epping Forest Way Jacksonville, FL 32217

Barbara H. Cesery 2647 Cesery Blvd. Jacksonville, FL 32211

- 4. All debts, obligations and liabilities of the corporation have been paid or discharged, or adequate provision therefor has been made.
- 5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
- 6. A copy of the resolution to dissolve is attached. That resolution was adopted by the stockholders and directors of the corporation at a special joint meeting held December 22, 1997. The number of votes cast at said meeting for dissolution was sufficient for approval.
- 7. The effective date of these Articles of Dissolution and the dissolution of the corporation shall be December 31, 1997.

DATED this 23rd day of December, 1997.

CESERY CONSTRUCTION COMPANY

By: William R. Cesery, Jr., President

(CORPORATE SEX

STATE OF FLORIDA

SS

COUNTY OF DUVAL

Before me personally appeared WILLIAM R. CESERY, JR., the President of CESERY CONSTRUCTION COMPANY, who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Dissolution on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of December, 1997.

Delores B. Hanagraft

Notary Public, State of Florida

at Large

My commission expires:

DELORES B. HANAGRIFF
MY COMMISSION # CC 500490
EXPIRES: December 9, 1999
Bonded Thru Notzry Public Underwriters

(SEAL)

CERTIFICATE OF CORPORATE RESOLUTION

I, WILLIAM R. CESERY, JR., as President of CESERY CONSTRUCTION COMPANY, a corporation organized and existing under the laws of the State of Florida, hereby certify that the following is a true and correct copy of a resolution of the stockholders and directors of CESERY CONSTRUCTION COMPANY passed at a duly convened special joint meeting of stockholders and directors, at which special meeting a quorum (majority) of the corporation's stockholders of record and directors were present and participating, said joint meeting being held on December 22, 1997, at 10:40 o'clock A. M. in the offices of the corporation at 2647 Cesery Boulevard, Jacksonville, Florida 32211, as taken by me from the minutes of the said joint meeting and compared by me with the original of said resolution:

"BE IT RESOLVED by the stockholders and directors of CESERY CONSTRUCTION COMPANY that they deem it to be in the best interest of the corporation and its stockholders that it surrender its charter in final and complete liquidation and dissolution, effective as of December 31, 1997.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the seal of CESERY CONSTRUCTION COMPANY, this 23rd day of December 1997.

CESERY CONSTRUCTION COMPANY

William R. Cesery, Jr., President

(CORPORATE SEAL)

STATE OF FLORIDA)

COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, an officer duly authorized to take acknowledgments, personally appeared WILLIAM R. CESERY, JR., President of CESERY CONSTRUCTION COMPANY, a corporation organized and existing under the laws of the State of Florida, who is personally known to me and to me known to be the individual and officer described in and who executed the foregoing certificate, and he acknowledged that the execution thereof was his free act and deed as such officer thereunto duly authorized and that the corporate seal affixed to said certificate is the official seal of said corporation.

WITNESS my hand and official seal at the City of Jackson-ville, County of Duval, State of Florida, this 23rd day of December, 1997.

Delores B. Hanagriff
Notary Public, State of Florida

at Large
My commission expires:

DELORES B. HANAGRIFF
MY COMMISSION # CC 500490
EXPIRES: December 9, 1999
Bonded Thru Notary Public Underwriters

(SEAL)