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Minneapolis, Minnesota 55402

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December 15, 2000

Office of the Secretary of State – Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

FILED
00 DEC 26 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

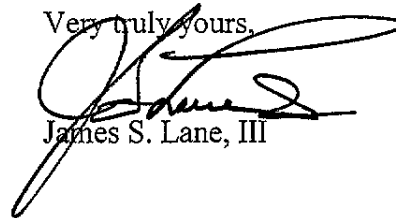
Re: Articles of Dissolution

10000351 3231 -- 4
-12/26/00--01093--008
*****43.75 *****43.75

Ladies and Gentlemen:

Enclosed for filing pursuant to Section 607.1403, Florida Statutes, are Articles of Dissolution of Frances A. Genter Stable, Inc., a Florida corporation, together with a check payable to the Florida Department of State in the amount of the filing fee (\$35.00) plus the fee for one (1) certified copy of the dissolution (\$8.75). Please return the certified copy to my attention at the above address.

Very truly yours,



James S. Lane, III

Dissolution

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FILED
00 DEC 26 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

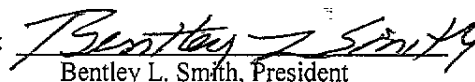
ARTICLES OF DISSOLUTION OF FRANCES A. GENTER STABLE, INC.

1. The name of this corporation is Frances A. Genter Stable, Inc.
2. Frances A. Genter Stable, Inc. elected to dissolve pursuant to Plan of Complete Liquidation dated October 24, 2000, duly adopted in writing by its Board of Directors and ratified and approved in writing by its shareholders, effective December 29, 2000. Certified copies of written actions of the Board of Directors and shareholders of the corporation are attached hereto. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution, to be effective December 29, 2000.

FRANCES A. GENTER STABLE, INC., a
Florida corporation.

By:

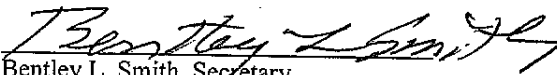

Bentley L. Smith, President

CERTIFICATE OF CORPORATE AUTHORITY – FRANCES A. GENTER STABLE, INC.

The undersigned Bentley L. Smith certifies as follows:

1. That he is the duly elected President and Secretary of Frances A. Genter Stable, Inc., a Florida corporation.
2. That as Secretary of the corporation, he is the custodian of the corporation's books and records and is authorized to execute and deliver this Certificate in connection with the filing of Articles of Dissolution of the corporation in the office of the Secretary of State of Florida.
3. That attached hereto are copies of Written Action of the Board of Directors and Written Action of the Shareholders of the Corporation, authorizing dissolution of the corporation pursuant to Plan of Complete Liquidation dated October 24, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4 day of December 2000.


Bentley L. Smith, Secretary
Frances A. Genter Stable, Inc.

**WRITTEN ACTION IN LIEU OF MEETING OF BOARD
OF DIRECTORS OF FRANCES A. GENTER STABLE, INC.**

The undersigned, being all of the members of the Board of Directors of Frances A. Genter Stable, Inc., a Florida corporation, hereby adopt the following resolutions in writing:

Adoption of Plan of Complete Liquidation

WHEREAS, a Plan of Complete Liquidation ("Plan") of the Corporation dated October 24, 2000, has been prepared and reviewed by certified public accountants and counsel for the Corporation;

WHEREAS, the Plan has been submitted to the Board of Directors of the Corporation for review and approval;

WHEREAS, after considering the Plan, the Board of Directors has determined that adoption of the Plan is in the best business interests of the Corporation and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Complete Liquidation of Frances A. Genter Stable, Inc. dated October 24, 2000, is hereby adopted, subject to ratification by the shareholders of the Corporation;

BE IT FURTHER RESOLVED, that the Corporation shall be liquidated in accordance with Section 331 of the Internal Revenue Code of 1986;


BE IT FURTHER RESOLVED, that President and other officers of the Corporation, with the advice of counsel, are hereby authorized and directed to accomplish the following pursuant to the Plan at the earliest practicable date:

- a. Submit these resolutions and the Plan to the shareholders of the Corporation for ratification.
- b. File Form 996 with the District Director of Internal Revenue in Kansas City, Missouri, together with a certified copy of this resolution, within thirty days after shareholder ratification of the Plan.
- c. Distribute all assets, subject to any unpaid liabilities, to the shareholders of the Corporation in redemption and cancellation of all the issued and outstanding capital stock of the Corporation pursuant to the Plan.

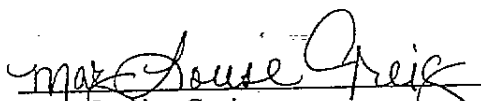
- d. File final tax returns and all other forms or documents required by Federal or State governments, including, without limitation, Articles of Dissolution of the Corporation in the office of the Secretary of State of Florida.
- e. Take such further action as may be necessary or convenient to complete liquidation and dissolution of the Corporation pursuant to the Plan.

Ratification of Actions of Officers

RESOLVED, that all actions of the officers of the Corporation through the effective date hereof are hereby accepted, ratified, and approved.


Bentley L. Smith, Jr.


Date: 11-2-00


Mary Louise Greig

Date: 10/25/00


Bonnie S. Smith

Date: 11-2-00


Lawrence D. Williams, Jr.

Date: 10/29/00

WRITTEN ACTION IN LIEU OF MEETING OF SHAREHOLDERS
OF
FRANCES A. GENTER STABLE, INC.

The undersigned, being all of the shareholders of record of Frances A. Genter Stable, Inc., a Florida corporation, hereby adopt the following resolutions in writing:

Ratification of Adoption of Plan of Complete Liquidation

WHEREAS, a Plan of Complete Liquidation ("Plan") of the Corporation dated October 24, 2000, has been adopted by the Board of Directors of the Corporation.

WHEREAS, copies of Written Action of the Board, adopting the Plan, have been submitted to the shareholders of the Corporation for ratification.

WHEREAS, the shareholders concur with the Board of Directors that adoption and implementation of the Plan are in the best business interests of the Corporation and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Complete Liquidation of Frances A. Genter Stable, Inc. dated October 24, 2000, is hereby ratified, confirmed, and approved by the shareholders in the form adopted by Written Action of the Board of Directors.

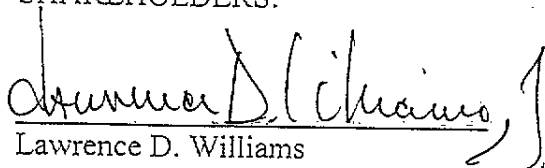
BE IT FURTHER RESOLVED, that this Written Action of Shareholders of the Corporation whose names and addresses are attached hereto as Exhibit A may be executed in counterparts, but each such counterpart shall constitute one and the same instrument.

Ratification of Actions of Board of Directors and Officers

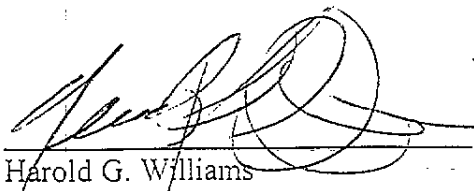
RESOLVED, that all actions of the Board of Directors and officers of the Corporation through the date hereof are hereby accepted, ratified, and approved.

SHAREHOLDERS:

DATE:

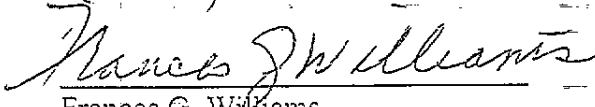

Lawrence D. Williams

11/13/00



Harold G. Williams

11/22/00



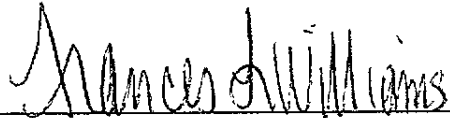
Frances G. Williams

11/24/00

Bentley L. Smith, Sr.

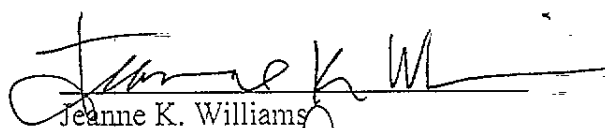
Bentley L. Smith, Jr.

Susan J. Smith



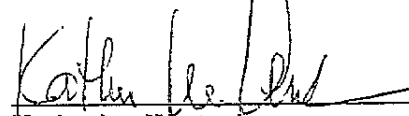
Frances L. Williams

25 Nov, 2000

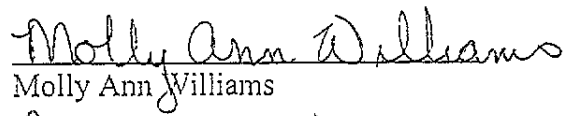


Jeanne K. Williams

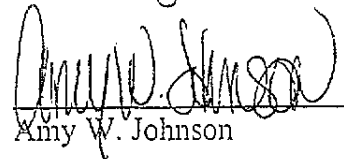
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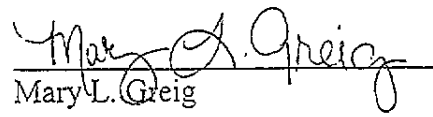
Katherine W. Anderson



Molly Ann Williams



Amy W. Johnson



Mary L. Greig

11/21/00

FRANCES G. WILLIAMS TRUST

By: Frances G. Williams Trustee 11-24-00
Frances G. Williams, Trustee

AMY WILLIAMS JOHNSON TRUST

By: Frances G. Williams Trustee 11-24-00
Frances G. Williams, Trustee

MARY L. GREIG TRUST

By: Frances G. Williams Trustee 11-24-00
Frances G. Williams, Trustee

JEAN GENTER SMITH MARITAL TRUST

By: _____
Bentley L. Smith, Sr., Co-trustee

and

By: _____
Susan J. Smith, Co-trustee

and

By: _____
Bentley L. Smith, Jr., Co-trustee

WRITTEN ACTION IN LIEU OF MEETING OF SHAREHOLDERS
OF
FRANCES A. GENTER STABLE, INC.

The undersigned, being all of the shareholders of record of Frances A. Genter Stable, Inc., a Florida corporation, hereby adopt the following resolutions in writing:

Ratification of Adoption of Plan of Complete Liquidation

WHEREAS, a Plan of Complete Liquidation ("Plan") of the Corporation dated October 24, 2000, has been adopted by the Board of Directors of the Corporation.

WHEREAS, copies of Written Action of the Board, adopting the Plan, have been submitted to the shareholders of the Corporation for ratification.

WHEREAS, the shareholders concur with the Board of Directors that adoption and implementation of the Plan are in the best business interests of the Corporation and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Complete Liquidation of Frances A. Genter Stable, Inc. dated October 24, 2000, is hereby ratified, confirmed, and approved by the shareholders in the form adopted by Written Action of the Board of Directors.

BE IT FURTHER RESOLVED, that this Written Action of Shareholders of the Corporation whose names and addresses are attached hereto as Exhibit A may be executed in counterparts, but each such counterpart shall constitute one and the same instrument.

Ratification of Actions of Board of Directors and Officers

RESOLVED, that all actions of the Board of Directors and officers of the Corporation through the date hereof are hereby accepted, ratified, and approved.

SHAREHOLDERS:

DATE:

Lawrence D. Williams

Harold G. Williams

Frances G. Williams

~~Bentley L. Smith, Sr.~~
Bentley L. Smith, Sr.

~~Bentley L. Smith, Sr.~~ 14/Nov 2002
Bentley L. Smith, Sr.

~~Bentley L. Smith, Jr.~~
Bentley L. Smith, Jr.

11-21-00

Susan Jean Smith
Susan J. Smith

11/21/00

Frances L. Williams

Jeanne K. Williams

Katherine W. Anderson

Molly Ann Williams

Amy W. Johnson

Mary L. Greig

FRANCES G. WILLIAMS TRUST

By: _____
Frances G. Williams, Trustee

AMY WILLIAMS JOHNSON TRUST

By: _____
Frances G. Williams, Trustee

MARY L. GREIG TRUST

By: _____
Frances G. Williams, Trustee

JEAN GENTER SMITH MARITAL TRUST

By: Bentley L. Smith, Sr. ^{14 Nov 2007} Bentley L. Smith
Bentley L. Smith, Sr., Co-trustee

and

By: Susan Jean Smith 11/2/00
Susan J. Smith, Co-trustee

and

By: [Signature] 11-2-00
Bentley L. Smith, Jr., Co-trustee