



270061

ACCOUNT NO. : 072100000032

REFERENCE : 080062 81236A

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 61.25

ORDER DATE : December 28, 1998

ORDER TIME : 1:15 PM

ORDER NO. : 080062-005

000002723680--1

CUSTOMER NO: 81236A

CUSTOMER: M. Lanning Fox, Exq
Warner Fox Seeley & Dungey
1100 South Federal Highway
P. O. Drawer 6
Stuart, FL 34994

DOMESTIC FILINGS

NAME: C.B. ARBOGAST REALTY, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

De 12/29

FILED
98 DEC 28 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 29 PM 12:07
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
of
C.B. ARBOGAST REALTY, INC.

FILED
98 DEC 28 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: C.B. ARBOGAST REALTY, INC.
2. Dissolution was authorized on: December 21, 1998.
3. Effective date of Dissolution: December 21, 1998.
4. The number of votes cast for dissolution by the shareholders was sufficient to approve.

DATED this 21st day of December, 1998.

C.B. ARBOGAST REALTY, INC.
a Florida corporation

By: 

C.B. Arbogast, Jr.

Its: President

ATTEST: 

C.B. Arbogast, Jr.

Its: Secretary

(Corporate Seal)

CONSENT TO ACTION BY SHAREHOLDERS AND DIRECTORS

OF

C.B. ARBOGAST REALTY, INC.

Pursuant to Article II, Section 9 and Article IV, Section 6 of the Bylaws of the above-named corporation, and Sections 607.0704 and 607.0821, Florida Statutes, the undersigned, being all of the shareholders and directors of the Corporation, hereby consent to the following actions, effective December 21, 1998.

RESOLVED, that in the judgment of the board of directors of the corporation, it is deemed advisable and for the benefit of the corporation that it should be liquidated and dissolved; and

FURTHER RESOLVED, that, subject to approval of the shareholders of the corporation and effective with the date of such approval, a plan of complete liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions; and

FURTHER RESOLVED, that within thirty (30) days after the date of the meeting at which the shareholders approve the plan of liquidation, the accountant for the corporation shall file Form 966 with the District Director of the Internal Revenue together with a certified copy of this resolution; and

FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation; and

FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to wind up the business of the corporation; cause notice of the liquidation and dissolution of the corporation to be mailed to each known creditor of, and claimant against, the corporation; and proceed to collect the assets of the corporation, convey and dispose of such of its properties as are not to be distributed in kind to its shareholders; pay, satisfy, or discharge its liabilities and obligations, or make adequate provision for payment and discharge thereof; and do all other acts required to liquidate the business and affairs of the corporation; and

FURTHER RESOLVED, that after paying or discharging all of the obligations of the corporation or making adequate provision for payment and discharge thereof, the remaining assets of the corporation shall be distributed, either in cash or in kind, among its shareholders according to their respective rights and interests; provided, however, that if the president and the secretary of this corporation, in their sole discretion, shall deem it appropriate, property not easily divisible shall be distributed in kind to a trustee for the benefit of the shareholders of the corporation according to their respective rights and interests; and

FURTHER RESOLVED, that upon completing the foregoing liquidation procedures, the proper officers of this corporation be, and they hereby are, authorized and directed to file articles of dissolution pursuant to Section 607.1403, Florida Statutes, with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they deem necessary or proper in order to

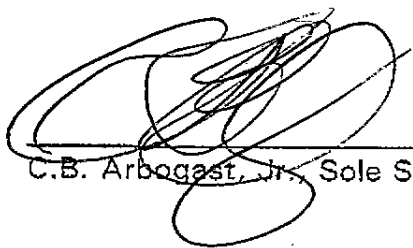
• carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that the shareholders of this corporation hereby consent and approve the liquidation and dissolution of the corporation, all in accordance with the terms and provisions of the plan of complete liquidation adopted by the board of directors of the corporation at this meeting, which plan of liquidation is in all respects adopted and approved; and

FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to execute and file articles of dissolution pursuant to Section 607.1403, Florida Statutes, with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary or proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of complete liquidation adopted herein by the board of directors of this corporation.

Executed at Tuscon, Arizona, on December 21, 1998.

A handwritten signature in black ink, appearing to read 'C.B. Arbogast, Jr.', is written over a horizontal line.

C.B. Arbogast, Jr., Sole Shareholder and Director