

Florida Department of State
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DISSOLUTION

SESSION-EATON INVESTMENTS, INC.

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ARTICLES OF DISSOLUTION

1. The name of the corporation is SESSION-EATON INVESTMENTS, INC.

2. The names and respective addresses of its officers are:

Philip H. Eaton, Jr. -- President/Treasurer/Secretary
979 Bay Esplanade
Clearwater Beach, FL 33767

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

Philip H. Eaton, Jr.
979 Bay Esplanade
Clearwater Beach, FL 33767

Nancy A. Session, Co-Trustee of the Sub-chapter "S"
Trust Under Will of Gary T. Session, deceased

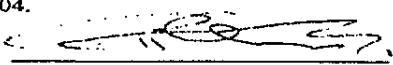
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

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. There are no actions pending against the corporation in any court.

7. A copy of the resolution to dissolve is attached. That resolution to dissolve was authorized and adopted by a majority of the shareholders of the corporation on the 13 day of December, 2004, which was sufficient for approval of said dissolution.

DATED this 20 day of December, 2004.


Philip H. Eaton, Jr.
President/Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared PHILIP H. EATON, JR., President and Secretary of SESSION-EATON INVESTMENTS, INC., who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 20th day of December, 2004.


Notary Public
My Commission Expires:



Barbara A. Brown
MY COMMISSION # DD27964 EXPIRES
September 29, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

MINUTES
JOINT SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS
SESSION-EATON INVESTMENTS, INC.

A special meeting of the directors and stockholders of SESSION-EATON INVESTMENTS, INC. was duly called and held on December 13, _____, at 2004, at the offices of the corporation. All directors and stockholders were present and agreed by their signatures affixed to these minutes to waive notice of time, place and purpose of this meeting.

Philip H. Eaton, Jr. acted as Chairman and Secretary of the meeting.

The Chairman stated that the purpose of the meeting was to consider a plan of liquidation and dissolution of the corporation. In the discussion which followed, it was agreed that it would be advisable to liquidate the corporation and to bring about its dissolution.

The Chairman presented a proposed plan of complete liquidation of the corporation, adopted by the Board of Directors and recommended by them for adoption. After full consideration and upon motion duly made and carried, the following resolution was unanimously adopted:

SECTION 331

WHEREAS, the Board of Directors of the corporation has determined that it is in the best interests of the corporation and its shareholders to wind up the affairs of the corporation, to distribute within a period of 12 months all of its assets in complete liquidation pursuant to the provisions of Section 331 of the Internal Revenue Code, and to dissolve the corporation.

BE IT RESOLVED, that the following plan of liquidation of the corporation be and it is hereby adopted:

(1) During the period ending 12 months from the date of adoption of this plan, the appropriate officers of the corporation are authorized to negotiate and consummate sales of all or any portion of the assets of the corporation for such price and upon the terms and conditions as they determine to be in the best interests of the corporation and its shareholders.

(2) During the 12 month period, the corporation shall continue its business to the extent necessary to collect all of its accounts receivable, pay all of its liabilities and otherwise conduct business consistent with the objective of the corporation to sell its assets and wind up the affairs of the corporation. During the 12 month period, the appropriate officers of the corporation are authorized to make periodic distributions of assets of the corporation to its shareholders, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as may be necessary to pay expenses or liabilities and to continue the operation of assets not having been sold at the time of any such periodic distribution. All such liquidation distributions to the shareholders shall be pro rata in accordance with the ownership of the stock of the corporation.

(3) Not later than the 13th day of December, 2005, being the end of the 12 month period following the date of adoption of this plan, all assets of the corporation not previously distributed which, in the opinion of the officers of the corporation, are no longer needed for payment of expenses or liabilities of the corporation, shall be distributed pro rata to the shareholders of the corporation. Upon such distribution, each shareholder shall surrender for cancellation the certificates representing his ownership of stock in the corporation.


(4) Within 30 days after the date of adoption of this plan of liquidation, the Secretary of the corporation shall file Treasury Department Form 966 with the appropriate officer of the Internal Revenue Service, and all required attachments thereto.

(5) Upon distribution of all of the assets of the corporation in complete liquidation, the officers of the corporation shall instruct the corporation's accountants to close the books of the corporation and to prepare and timely file a final Federal income tax return and State income tax return on behalf of the corporation, and Treasury Department Forms 1096 and 1099L.


(6) After all of the assets of the corporation have been distributed in complete liquidation to the shareholders in proportion to their stock ownership in the corporation, the appropriate officers and directors of the corporation shall cause to be filed with the Office of the Secretary of State of the State of Florida the necessary documents pursuant to the provisions of Section 607.1403, Florida Statutes, as that statute presently exists or may be amended, to effect a complete statutory dissolution of the corporation. The officers and directors of the

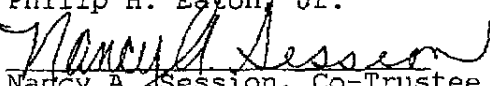
corporation shall have the power to adopt all resolutions, execute all documents, file all papers and take whatever action they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the corporation, so long as any such action shall not be inconsistent with the provisions of Section 331 of the Internal Revenue Code and the Treasury Regulations issued thereunder. This plan shall be deemed to authorize such action as, in the opinion of counsel for the corporation, may be necessary to conform with the provisions and requirements of Section 331 of the Internal Revenue Code.

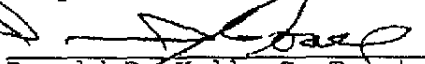
There being no further business, the meeting was adjourned.


Philip H. Eaton, Jr.
Secretary

WAIVER:


Philip H. Eaton, Jr.


Nancy A. Session, Co-Trustee
Of the Subchapter "S" TUV of
Gary T. Session, deceased


Donald R. Hall, Co-Trustee
Of the Subchapter "S" TUV of
Gary T. Session, deceased