

FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 4, 2001

H-K DRUGS INC 1669 LANDINGS LANE SARASOTA, FL 34231

SUBJECT: H-K DRUGS INC

Ref. Number: 302378

800003533208--1 -01/11/01--01078--004 \*\*\*\*\*\*35.00 \*\*\*\*\*\*35.00

We have received your document for H-K DRUGS INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis Corporate Specialist Supervisor

Letter Number: 401A00000489

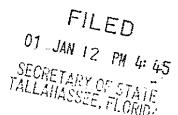
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SECRETARY OF STATE
TAIL/MASSEE, FLORIES

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## ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1402, FLORIDA BUSINESS CORPORATION ACT



TO: DEPARTMENT OF STATE TALLAHASSEE, FLORIDA 32314

PURSUANT To provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- 1. The name of the corporation is H-K DRUGS, INC.
- 2. The corporation is being dissolved by the Unanimous Written Consent of Shareholders to Voluntary Dissolution of H-K DRUGS, INC.
- 3. The dissolution was authorized on the 15th day of December, 2000.
- 4. Adequate provision has been made for the payment of all liabilities and and obligations of the corporations.
- All of the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed to the sole Shareholder in accordance with his respective interest.
- 6. There are no actions pending against the corporation in any court.
- 7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the Written Consent is attached to these Articles of Dissolution.

DATED December 15, 2000

H-K DRUGS,INC, a Florida corporation

Ralph M. Hedges, Trustee

Ralph M. Hedges Revocable Living Trust u/a/d 4/22/82

Its: Sole Shareholder

H-K DRUGS INC. 1669 LANDINGS LANE SARASOTA, FLORIDA 34231

## UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDER OF H-K DRUGS, INC.

This is a special meeting of the directors of H-K DRUGS, INC., called by Ralph M. Hedges, President to authorize the liquidation and voluntary dissolution of the Corporation on December 15,. 2000. Directors present were Ralph M. Hedges, Anita W. Hedges and Diane L. Gossett.

NOW THEREFORE, the following constitutes unanimous written consent of the Shareholder of H-K DRUGS, INC..

- 1. The sole Shareholder of H-K DRUGS-INC is The Ralph M. Hedges Revocable Living Trust u/a/d 4-22-82. Ralph M. Hedges, Trustee.
- 2. The sole Shareholder of the corporation elects the following to serve as Directors of H-K DRUGS, INC. from the date of this Unanimous Consent until their successors are elected and qualified. : Ralph M. Hedges

Anita W. Hedges Diane Gossett

- 3. The sole Shareholder of the corporation elects Ralph M. Hedges to serve as president, secretary, and Treasurer of the corporation
- 4. The sole Shareholder of H-K DRUGS, INC. does elect to voluntarily dissolve and liquidate H-K DRUGS. INC. and to distribute the assets to the sole Shareholder of the corporation, in accordance with the Unanimous Written Consent of Shareholders to Voluntary Dissolution of H-K DRUGS, INC., attached hereto and made a part hereof.
- 5. The undersigned, the sole Shareholder of H-K DRUGS, INC., having examined the foregoing Unanimous Written Consent, does hereby state that it is the action of the sole Shareholder this 15<sup>th</sup> day of December, 2000

Ralph M. Hedges, Trustee

Ralph M. Hedges Revocable Living Trust

u/a/d 4-22-82

## UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS TO VOLUNTARY DISSOLUTION OF H-K DRUGS, INC.

THE UNDERSIGNED, being the sole Shareholder of H-K DRUGS, INC, a Florida corporation, does hereby consent to the voluntary dissolution of the corporation and authorizes and directs the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the sole Shareholder of the corporation has signed his name and dated the signing opposite of the percentage of shares held by him of record on such date.

Signature

Date

Percentage of shares

100

RALPH M. HEDGES, TRUSTEE

RALPH M. HEDGES REVOCABLE

LIVING TRUST U/A/D 4-22-82

## PLAN OF LIQUIDATION AND DISSOLUTION OF H-K DRUGS INC.

THE UNDERSIGNED, being the sole Shareholder of H-K DRUGS INC, a Florida corporation (hereinafter called "Corporation") does hereby consent to the adoption of the following plan of liquidation and dissolution;

WHEREAS, in the judgment of the sole Shareholder of the Corporation, the Corporation should be liquidated and dissolved, effective this 15<sup>th</sup> day of December, 2000.

RESOLVED, that the proper officers be and they are hereby directed and authorized to file with the Department of State, State of Florida, Articles of Dissolution signed by the sole Shareholder of the Corporation:

RESOLVED: that after providing for all the appropriate debts of the Corporation, the remaining assets of the Corporation of whatever kind and wheresoever situated be assigned to the sole Shareholder of the Corporation in complete cancellation and redemption of all of the issued and outstanding stock of the Corporation:

RESOLVED, that the proper officers of the Corporation be and they are hereby authorized and directed to pay all such fees and taxes and do or cause to be done such actions or things as they deem may be necessary or proper in order to carry out this Plan of Liquidation and Dissolution of the Corporation and to fully effectuate the purpose hereof.

H-K DRUGS INC, A Florida corporation

Ralph M. Hedges, Trustee

RALPH M. HEDGES REVOCABLE LIVING TRUST U/A/D 4-22-82

Its: Sole Shareholder