

# 322727

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January 8, 1998

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/12/98--01051--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Royster Metal Products Co.


Dear Sir/Madam:

Enclosed for filing are the Articles of Dissolution and Certified Copy of Resolutions for the above-referenced corporation. Please note that the effective date of the dissolution is January 1, 1998. Also enclosed is our check in the amount of \$35.00 to cover the filing fees.

We would appreciate your filing the Articles of Dissolution, date stamping and returning the same to us.

Should you have any questions with regard to this matter, please do not hesitate to contact me.

Sincerely,

  
Christopher H. Norman

CHN:jfb  
Enclosures  
cc: Raymond H. Royster (w/o enclosures)

FILED  
98 JAN 12 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VOID IS  
DEC  
1113

**ARTICLES OF DISSOLUTION  
OF  
ROYSTER METAL PRODUCTS CO.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

**ARTICLE I - NAME**

The name of the Corporation is ROYSTER METAL PRODUCTS CO.

**ARTICLE II - DATE DISSOLUTION AUTHORIZED**

The dissolution, which is to be effective as of January 1, 1998, was authorized by the unanimous vote of the Corporation's Board of Directors and Shareholders on January 5, 1998.

**ARTICLE III - SHAREHOLDER APPROVAL**

The dissolution was approved by all of the Corporation's Shareholders, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officers on this 5<sup>th</sup> day of January, 1998.

ROYSTER METAL PRODUCTS CO.

By:   
Raymond H. Royster, President

By:   
Jeannette M. Royster, Secretary

**FILED**  
98 JAN 12 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFIED COPY OF RESOLUTIONS OF

ROYSTER METAL PRODUCTS CO.

I HEREBY CERTIFY that the following resolutions were unanimously adopted at the Special Meetings of the Shareholders and Board of Directors of ROYSTER METAL PRODUCTS CO. ("the Corporation") held on the 5th day of January, 1998.

**RESOLVED**, that the Corporation be dissolved effective as of January 1, 1998, and that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

**RESOLVED FURTHER**, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days after the date of the meeting at which the Shareholders adopt the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia together with a certified copy of this Resolution.

2. That after the plan of liquidation is adopted the Corporation shall make distributions to its Shareholders pursuant to such plan.

3. That the Corporation shall proceed as far as possible to collect all accounts and notes receivable and to settle any claims against it.

4. That thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets subject to any unpaid liabilities, to the Shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation.


5. That the proper officers of the Corporation shall file a Certificate of Dissolution with the Florida Secretary of State, Division of Corporations, pursuant to Florida Statute Section 607.1403.

6. That the proper officers and the Corporation's counsel shall file all other forms and documents required by the State of Florida and the federal government, including tax returns, as soon as possible, after distribution of the Corporation's assets.


7. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the express intent of the Shareholder under the plan adopted.

ROYSTER METAL PRODUCTS CO.

By:

  
Raymond H. Royster, President

By:

  
Jeannette M. Royster, Secretary