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LAW OFFICES OF  
GOULD, COOKSEY, FENNELL,  
O'NEILL, MARINE, CARTER & HAFNER, P.A.

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\*\*FL. BOARD CERTIFIED  
ESTATES AND TRUSTS

February 19, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Vero Ventures, Inc.

500003746995--9  
-02/22/01--01034--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Dissolution for Vero Ventures, Inc. together with this firm's check in the amount of \$35.00 for the filing fee. Please return one copy of the Articles of Dissolution when same have been filed. A self-addressed, stamped envelope is provided for your convenience in returning the document to me.

Sincerely,

*Todd W. Fennell*  
Todd W. Fennell

TWF:gc  
enclosures

cc: Theresa D. Morton  
Kevin L. Bailey

FILED  
01 FEB 22 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*10/11/01*

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403  
OF THE FLORIDA BUSINESS CORPORATION ACT OF  
VERO VENTURES, INC.**

TO: Department of State  
Tallahassee, FL 32314

Date Paid: \_\_\_\_\_  
Filing Fee: \$35.00

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, VERO VENTURES, INC. (hereinafter, the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Vero Ventures, Inc.

2. The name and address of the officer of the Corporation is:

Theresa D. Morton, President/Secretary/Treasurer  
115 Cache Cay Drive  
Vero Beach, FL 32963

3. The name and address of the Director of the Corporation is:

Theresa D. Morton  
115 Cache Cay Drive  
Vero Beach, FL 32963

4. Dissolution was authorized on December 28, 1999.

5. The number of votes cast for dissolution was sufficient for approval.

6. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.

7. All the remaining property and assets of the Corporation have been distributed to the shareholders in accordance with their respective rights and interests

8. There are no actions pending against the Corporation in any court.

9. The Corporation elected to dissolve by act of the Corporation, a resolution to dissolve having been duly adopted by the shareholders on December 28, 1999. A copy of the resolution is attached to these Articles of Dissolution.

**FILED**  
01 FEB 22 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated: 11/28/00

*Theresa D. Morton*  
THERESA D. MORTON, President

ATTEST:

*Theresa D. Morton*  
THERESA D. MORTON, Secretary

( CORPORATE SEAL )

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me personally appeared THERESA D. MORTON, who is personally known to me and who executed the foregoing instrument as President of VERO VENTURES, INC., a Florida corporation, and who acknowledged to and before me that she executed such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 28<sup>th</sup> day of November, 2000.

*Gina M. Cappello*  
Notary Public, State of Florida.  
Printed Name of Notary  
My Commission Expires:



Gina M. Cappello  
COMMISSION # CC834414 EXPIRES  
June 21, 2003  
PRODUCED BY TROY FAIN INSURANCE, INC.

**WRITTEN ACTION OF THE BOARD OF DIRECTORS  
OF VERO VENTURES, INC.**

Pursuant to §607.1402, Florida Statutes, the undersigned being all of the Directors of VERO VENTURES, INC., a Florida corporation, hereby take the following action in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

RESOLVED, that VERO VENTURES, INC., a Florida corporation, be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation under the Plan of Complete Liquidation, a copy of which is attached hereto as Exhibit "A", is ratified, approved and adopted by the Shareholders of VERO VENTURES, INC., a Florida corporation, and

BE IT FURTHER RESOLVED that the Officers and Directors of the Corporation are authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary and advisable to carry out the purposes and intentions of such plan.

Dated at Vero Beach, Florida, this 28th day of December, 1999.

  
THERESA D. MORTON, Director

DEC-28-99 11:56A

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**PLAN OF LIQUIDATION**  
**FOR**  
**VERO VENTURES, INC.**

WHEREAS, VERO VENTURES, INC., a Florida corporation, is a corporation organized under the laws of Florida and is in good standing,

WHEREAS, TERRY MORTON, individually, and TERRY MORTON, AS TRUSTEE OF THE HORACE MORTON TRUST, are the shareholders of VERO VENTURES, INC.;

WHEREAS, VERO VENTURES, INC. sold its last active business in the tax year 1999;

WHEREAS, the shareholders desire to liquidate VERO VENTURES, INC.;

NOW THEREFORE, the shareholders VERO VENTURES, INC., hereby adopt and approve the following Plan of Liquidation.

**Article I**  
**Taxable Year 1999**

VERO VENTURES, INC. shall distribute \$ \_\_\_\_\_ one-half (1/2) to each of its shareholders, TERRY MORTON and THE HORACE MORTON TRUST, in exchange for \_\_\_\_\_ percent (\_\_\_\_%) of the outstanding stock owned by the shareholders.

**Article II**  
**Taxable Year 2000**

Prior to December 31, 2000, VERO VENTURES, INC. shall distribute to its shareholders, TERRY MORTON and THE HORACE MORTON TRUST, one hundred percent (100%) of all remaining assets in the corporation in exchange for one hundred percent (100%) of the remaining stock held by the shareholders. By the end of taxable year 2000, VERO VENTURES, INC. shall file Articles of Dissolution and cease to be a corporate entity.

**Article III**  
**Compliance with Internal Revenue Code**

It is the intent of both VERO VENTURES, INC. and the shareholders that this Plan of Liquidation shall comply with the requirements of the Internal Revenue Code as a qualified Plan of Liquidation for purposes of Internal Revenue Code Section 331. Therefore, this liquidation shall be treated as the sale or exchange of the shareholders' stock in exchange for the assets of the corporation.



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Article IV  
Compliance with State Law

The Directors and Officers of the Corporation shall cause VERO VENTURES, INC. to execute all documents necessary in order to comply with Florida law. These documents include, but shall not be limited to, state filings for tax years 1999 and 2000 and filing appropriate Articles of Dissolution at the end of tax year 2000.

IN WITNESS WHEREOF, this Plan of Liquidation has been signed by TERRY MORTON, individually, and TERRY MORTON, AS TRUSTEE OF THE HORACE MORTON TRUST, on this \_\_\_\_ day of December, 1999.

  
Terry Morton  
  
Terry Morton, Trustee of The Horace  
Morton Trust

STATE OF FLORIDA           )  
COUNTY OF INDIAN RIVER )

SWORN TO and SUBSCRIBED before me this \_\_\_\_ day of December, 1999, by TERRY MORTON, individually, and TERRY MORTON, as Trustee of THE HORACE MORTON TRUST, who is personally known to me or who provided \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public - State of Florida  
At large

My Commission Expires: