

347360

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

PHILLIPS POINT EAST TOWER
SUITE 900
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
(561) 659-5990
FACSIMILE (561) 659-6313

May 21, 1998

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

700002535637--2

-05/26/98--01114--017
*****96.25 *****96.25

Attention: Amendment Section

Re: Mangus Nursery & Landscape Co., Inc.

Dear Sir:

Enclosed for filing with the Department of State are Articles of Dissolution of Mangus Nursery & Landscape Co., Inc. along with our check in the amount of \$96.25 as follows:

| | |
|----------------|-----------------------|
| \$35.00 | Filing Fee |
| \$52.50 | Certified Copy |
| <u>\$ 8.75</u> | Certificate of Status |
| \$96.25 | |

EFFECTIVE DATE
6-30-98

I have enclosed a self-addressed envelope for your convenience in returning the certified copy of the Articles of Dissolution and the Certificate of Status to the undersigned.

Very truly yours,

Thomas E. Streit

Thomas E. Streit
For the Firm

FILED
98 JUN 23 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TES/eb

WP004096;1

Dissolution

Del 6/23



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 2, 1998

THOMAS E. STREIT
AKERMAN, SENTERFITT & EIDSON, P.A.
777 S. FLAGLER DRIVE, SUITE 900
W. PALM BEACH, FL 33401

SUBJECT: MANGUS NURSERY & LANDSCAPING CO INC
Ref. Number: 347360

We have received your document for MANGUS NURSERY & LANDSCAPING CO INC and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Our records show the date of incorporation as June 5, 1969. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00030856

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

PHILLIPS POINT EAST TOWER
SUITE 900
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
(561) 659-5990
FACSIMILE (561) 659-6313

June 22, 1998

VIA FEDERAL EXPRESS

Ms. Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Mangus Nursery & Landscaping Co Inc; Reference No. 347360

Dear Ms. Brown:

Pursuant to your letter of June 2, 1998, a copy of which is enclosed, I am re-submitting Articles of Dissolution of Mangus Nursery & Landscaping Co Inc. This will also confirm, per our telephone conversation today, that the \$96.25 fee that we remitted with our initial filing has been retained by the Department and will be applied to the costs of filing these Articles of Dissolution and the issuance of a certified copy of the filed Articles.

Further to your conversation with my secretary this morning, if you have any questions regarding the enclosed document, please call me at (561) 659-5990.

Very truly yours,



Thomas E. Streit
For the Firm

TES/gh
Enclosures

EFFECTIVE DATE
6-30-98

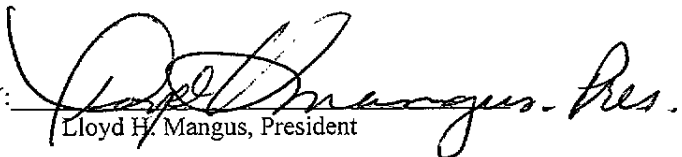
FILED
98 JUN 23 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
MANGUS NURSERY & LANDSCAPING CO INC

1. The name of the Corporation is Mangus Nursery & Landscaping Co Inc (the "Corporation").
2. The Corporation filed Articles of Incorporation on June 5, 1969.
3. Dissolution of the Corporation was recommended by the Board of Directors of the Corporation and was unanimously approved by all of the Shareholders and Directors of the Corporation on March 20, 1998 by a Joint Action by Unanimous Written Consent of the Shareholders and Directors of the Corporation (the "Action"), a copy of which is attached hereto as Exhibit "1" and made a part hereof.
4. The Corporation shall be dissolved effective June 30, 1998.

IN WITNESS WHEREOF, the following officer, being duly authorized, empowered and directed, has executed these Articles of Dissolution as of the 23rd day of March, 1998.

MANGUS NURSERY & LANDSCAPING CO INC

BY: 
Lloyd H. Mangus, President

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS AND DIRECTORS
OF MANGUS NURSERY & LANDSCAPING CO INC
IN LIEU OF A MEETING**

The undersigned, being all of the Shareholders and Directors of Mangus Nursery & Landscaping Co Inc, a Florida corporation (the "Corporation"), hereby adopt the following Resolutions pursuant to Florida Statutes Sections 607.0704, 607.0821, 607.1402 and 607.1403 and pursuant to Section 331 of the Internal Revenue Code of 1986, as amended, which Resolutions are to have the same force and effect as if passed by a unanimous vote of all the Shareholders and Directors of the Corporation at a duly called and convened meeting thereof:

WHEREAS, substantially all of the cash of the Corporation has heretofore been distributed in liquidation to the undersigned Shareholders;

WHEREAS, a truck belonging to the Corporation has heretofore been conveyed to Lloyd H. Mangus for certain consideration, which all of the Directors of the Corporation have heretofore deemed to be adequate;

WHEREAS, the Corporation owns no other assets;

WHEREAS, all of the Shareholders believe it to be in the best interests of the Corporation to wind down and dissolve the Corporation;

WHEREAS, all of the Shareholders desire that the effective date of dissolution be June 30, 1998; and

WHEREAS, all of the Shareholders desire to adopt the Articles of Dissolution for the Corporation (the "Articles of Dissolution") in the form attached as Exhibit "A" and made a part hereof.

NOW THEREFORE, Be It

RESOLVED, that the Corporation shall wind down and be dissolved;

FURTHER RESOLVED, that the effective date of dissolution shall be June 30, 1998;

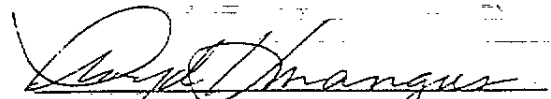
FURTHER RESOLVED, that the Articles of Dissolution shall be and hereby are approved and adopted; and

FINALLY RESOLVED, that the proper Directors, officers and representatives of the Corporation shall be and hereby are authorized, empowered and directed to take any and all

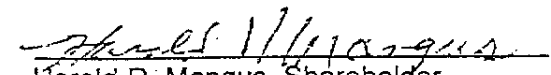
action necessary, appropriate or desirable in order to implement the foregoing Resolutions including, without limitation, the execution and filing of the Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders and Directors of the Corporation, have executed this Joint Action by Unanimous Written Consent on this 20 day of March, 1998 for the purposes therein contained.

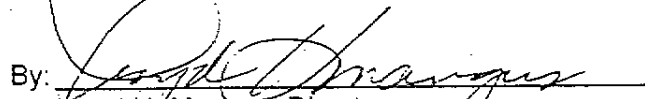
SHAREHOLDERS:

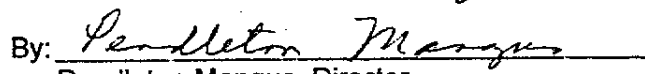

Lloyd H. Mangus, Shareholder

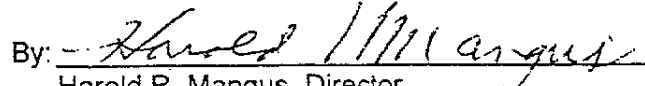

Florence L. Mangus, Shareholder


Harold R. Mangus, Shareholder

DIRECTORS:

By: 
Lloyd H. Mangus, Director

By: 
Pendleton Mangus, Director

By: 
Harold R. Mangus, Director

By: 
Florence L. Mangus, Director

WPALM/68586_1.DOC

Exhibit "A"

**ARTICLES OF DISSOLUTION
OF
MANGUS NURSERY & LANDSCAPING CO INC**

1. The name of the Corporation is Mangus Nursery & Landscaping Co Inc (the "Corporation").
2. The Corporation filed Articles of Incorporation on June 5, 1969.
3. Dissolution of the Corporation was recommended by the Board of Directors of the Corporation and was unanimously approved by all of the Shareholders and Directors of the Corporation on March ____, 1998 by a Joint Action by Unanimous Written Consent of the Shareholders and Directors of the Corporation (the "Action"), a copy of which is attached hereto as Exhibit "1" and made a part hereof.
4. --The Corporation shall be dissolved effective June 30, 1998.

IN WITNESS WHEREOF, the following officer, being duly authorized, empowered and directed, has executed these Articles of Dissolution as of the ____ day of March, 1998.

MANGUS NURSERY & LANDSCAPING CO INC

BY: _____
Lloyd H. Mangus, President