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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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NAM: PRITCHETT MANAGEMENT COMPANY, INC.

AUDIT NUMBER.....H96000018081

DOC TYPE.....DISSOLUTION

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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

PRITCHETT MANAGEMENT COMPANY, INC.

1. The name of the Corporation is PRITCHETT MANAGEMENT COMPANY,  
INC.

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

President RICHARD H. PRITCHETT, III  
6601 Bayshore Road  
North Fort Myers, Florida 33917

Secretary/Treasurer PAMELA NAYLOR  
6601 Bayshore Road  
North Fort Myers, Florida 33917

3. The name and address of its Director is:

RICHARD H. PRITCHETT, III  
6601 Bayshore Road  
North Fort Myers, Florida 33917

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

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.

Prepared by: Theresa A. Kolish, Esquire  
Florida Bar Number: 0012173  
1715 Monroe Street  
Fort Myers, FL 33901  
(941) 334-4121

FAX AUDIT NO.: H96000018081

EFFECTIVE DATE

12-31-96

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7. A copy of the Resolution by the Board of Directors and Shareholders to dissolve the Corporation is attached hereto. This Resolution was adopted by the Board of Directors and Shareholders of the Corporation on December 24, 1996 to dissolve the Corporation effective December 31, 1996.



RICHARD H. PRITCHETT, III

President



PAMELA NAYLOR

Secretary/Treasurer

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**STOCKHOLDERS AND DIRECTORS ACTION  
BY UNANIMOUS CONSENT  
WITHOUT A MEETING  
OF**

**PRITCHETT MANAGEMENT COMPANY, INC.**

The undersigned, presently being the Stockholders of all the issued and outstanding shares and all the members of the Board of Directors who would be entitled to vote upon the actions hereinafter set forth at a formal joint special meeting of the Stockholders and Directors of said Corporation, do hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal joint special meeting of the Stockholders and Directors of said Corporation.

**RESOLVED** that the Corporation shall liquidate and dissolve pursuant to the following plan of liquidation and dissolution:

1. The Officers are authorized and directed to proceed promptly to wind-up the Corporation's affairs to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the Shareholders in proportion to the number of shares owned by them in cancellation of their shares. All assets of the Corporation shall be distributed to the Shareholders on or before December 31, 1996, and the Corporation shall cease to conduct any business thereafter.
2. The Corporation shall be dissolved as soon after the liquidation as practical, to allow for the winding up of the affairs of the Corporation (e.g. execution of final tax returns, notices to creditors, etc.).
3. ~~The Officers and Directors are empowered, authorized and directed to proceed~~ in accordance with the resolution hereby adopted by the Stockholders and Directors, said Officers and Directors being authorized to adopt any subsequent resolutions to effectuate the intent of the Stockholders and Directors to liquidate and dissolve the Corporation. Furthermore, the President and Secretary of the Corporation are hereby specifically empowered, authorized and directed to sign any document and take such other steps as are necessary to liquidate and dissolve the Corporation in accordance with and set forth herein.
4. That the following persons shall hold the following offices of the Corporation until their successors are duly elected and qualified.

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President  
Secretary/Treasurer

- RICHARD H. PRITCHETT, III  
- PAMELA NAYLOR

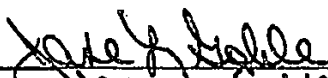
The undersigned does hereby unanimously consent and affirm that the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Stockholders and Directors of the Corporation and that this document be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

Dated: 12/26, 1996

  
RICHARD H. PRITCHETT, III  
Sole Director

BARNETT BANK TRUST COMPANY,  
N.A., TRUSTEE OF RICHARD H.  
PRITCHETT, JR. RESTATED  
REVOCABLE TRUST DATED 3/27/86 -  
QTIP TRUST, Stockholder

Dated: 12/27, 1996

By:   
Name: Wade L. Goble  
Title: Vice President

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