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LEE MARINELLI •
OF COUNSEL
• ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

August 29, 1997

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

VIA CERTIFIED MAIL

Re: Hutson Land and Cattle Company

800002283088--1
-09/02/97--01162--015
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing please find a Certificate of Dissolution for Hutson Land and Cattle Company with Stockholder's Consent to a Plan of Complete Liquidation with attached corporate resolution and Agreement and Plan of Reorganization, Liquidation and Dissolution along with our check in the amount of \$35.00 to cover the filing fee.

An additional copy is also enclosed. After the documents have been filed, please return a certified copy to us for our records.

If you have any questions, please do not hesitate to contact us.

Sincerely yours,



James D. O'Donnell

JOD:jcb

Enclosures
/as stated

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FILED
97 SEP -2 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 10 1997

Certificate of Dissolution
HUTSON LAND AND CATTLE COMPANY

Stockholder's Consent to a Plan of Complete Liquidation

FILED
97 SEP -2 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole stockholder of Hutson Land and Cattle Company, a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and mostly for the interests of said corporation that the same should forthwith be dissolved, hereby consents to the dissolution of said corporation, as provided for by the Corporation Law of the State of Florida, and does sign this consent to the end that it may be filed in the office of the Secretary of the State of Florida, as provided by law.

STOCKHOLDER

NUMBER OF SHARES

Elkton Green, Inc.

David W. Hutson

100

By: _____

Donald P. Hinson
President

Certificate of President and Secretary to
List of Names and Residence Addresses of
Directors and Officers

WE, the President and Secretary of Hutson Land and Cattle Company, in accordance with the requirements of Corporation Law of the State of Florida and in order to obtain the dissolution of said corporation, as provided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of Hutson Land and Cattle Company in the State of Florida is at 11217 San Jose Boulevard; City of

Jacksonville, in the County of Duval, and the agent in charge thereof, upon whom process against this corporation may be served at said address, is Charles W. Arnold, Jr., Esquire; Holland & Knight; 50 North Laura Street, Suite 3900; Jacksonville, Florida 32202.

The dissolution of said Hutson Land and Cattle Company has been duly authorized in accordance with the provisions of the corporation law of the State of Florida.

The following is a list of the names and residence addresses of the directors of the said corporation:

<u>NAME</u>	<u>RESIDENCE</u>
David W. Hutson	13426 Mandarin Road Jacksonville FL 32223


The following is a list of the names and residence addresses of the officers of the corporation:

<u>NAME</u>	<u>RESIDENCE</u>
David W. Hutson Chief Executive Officer (CEO) and Treasurer	13426 Mandarin Road Jacksonville FL 32223
Donald P. Hinson President	1282 Creighton Bluff Lane Jacksonville FL 32223
William Paul Griner Vice President	3950 S.R. 206 West Elkton FL 32033
Kenneth L. Johns, Jr. Vice President	1512 Highland Forest Drive Jacksonville FL 32259
Nancy A. Hutson Vice President	13426 Mandarin Road Jacksonville FL 32223

Elinore C. Cox
Secretary

12858 Julington Forest Ct.
Jacksonville FL 32258

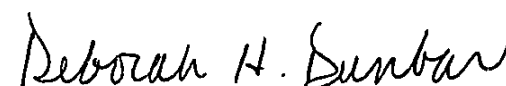

Donald P. Hinson, President


Elinore C. Cox, Secretary

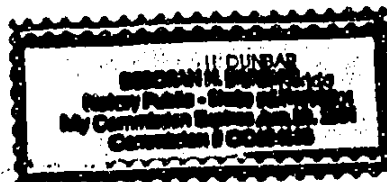
STATE OF FLORIDA)
 :SS.:
COUNTY OF DUVAL)

BE IT REMEMBERED, that on this 28th day of August, 1997, personally came before me, a Notary Public of the County and State aforesaid, Donald P. Hinson, President of Hutson Land and Cattle Company, a corporation of the State of Florida, the corporation described in the foregoing certificate, known to me personally to be such, and he the said Donald P. Hinson as such President duly executed such certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation, that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President of said corporation and the Secretary of said corporation respectively, and that the seal affixed to said certificate is the common, or corporate, seal of said corporation; that the attached and foregoing list of directors and officers with their addresses is true and correct; that the attached consent of stockholders has been signed, in person, by the sole stockholder of the corporation entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

c:\wp\hutson\certificate



CORPORATE RESOLUTION

I, Elinore C. Cox, do hereby certify that I am the duly elected and acting Secretary of Hutson Land and Cattle Company, a Florida Corporation; that the following is a true and correct copy of certain Preambles and Resolutions duly adopted by the Board of Directors of said corporation by unanimous consent and that said Preambles and Resolutions are in full force and effect, to wit:

WHEREAS, the sole shareholder of this company has executed and delivered to this company a Consent to the Dissolution of this Company; and

WHEREAS, this company is to be voluntarily dissolved pursuant to the applicable provisions of Florida corporate law; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this company on or prior to August 31, 1997.

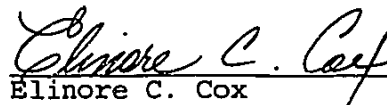
NOW THEREFORE, BE IT RESOLVED that the following plan for the complete liquidation of this company on or prior to August 31, 1997 is hereby adopted:

1. The proper officers of this company shall forthwith file the appropriate statement of intent to dissolve pursuant to the provisions of Florida corporation law;
2. The assets and property of this company, subject to its liabilities, shall be assigned and conveyed to Elkton Green, Inc., the sole shareholder of this company, upon said shareholder agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this company; and

the proper officers of this company shall execute, endorse and deliver all Assignments, Power, Deeds, Bills of Sale, and documents of conveyance or other documents necessary to effect such conveyance to the sole shareholder.

3. Upon such conveyance and assumption, this company shall be dissolved and the proper officers of this company shall file with the Secretary of State of Florida, the appropriate Articles or Certificate of Dissolution pursuant to the provisions of Florida corporation law and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS MY HAND as Secretary of said corporation, with its corporate seal hereunto fixed, this 28th day of August, 1997.



Elinore C. Cox
Secretary

c:\wp\hutson\resolution

AGREEMENT AND PLAN OF REORGANIZATION,
LIQUIDATION AND DISSOLUTION

This Agreement by and between David W. Hutson, shareholder, Hutson Land and Cattle Company, and Elkton Green, Inc.

W I T N E S S E T H :

WHEREAS, David W. Hutson owns all of the issued and outstanding stock of a Florida Corporation known as Hutson Land and Cattle Company which he wishes to contribute to Elkton Green, Inc. and subsequently liquidate Hutson Land and Cattle Company into Elkton Green, Inc. and dissolve Hutson Land and Cattle Company out of existence; and

WHEREAS, Elkton Green, Inc. is agreeable to all of the above; and

WHEREAS, the above parties hereto do hereby wish to reorganize as outlined above and liquidate and dissolve Hutson Land and Cattle Company into Elkton Green tax free pursuant to the appropriate Internal Revenue Code provisions applicable thereto.

NOW THEREFORE, in consideration of the covenants, mutual agreements and promises made herein, the parties hereto do herewith agree as follows:

1. David W. Hutson agrees to contribute the stock of Hutson Land and Cattle Company in a tax free transfer pursuant to Internal Revenue Code Section 351 to Elkton Green, Inc., making it a wholly owned subsidiary.

2. Elkton Green, Inc. agrees to immediately take all corporate action required to liquidate and dissolve its new wholly-

owned subsidiary, Hutson Land and Cattle Company, in a tax free liquidation pursuant to Internal Revenue Code Section 332 causing Hutson Land and Cattle Company to go out of existence, effective August 31, 1997.

3. All papers necessary to effect the liquidation and dissolution of Hutson Land and Cattle Company will be executed by the appropriate officers and directors of Hutson Land and Cattle Company and Elkton Green, Inc. and a true copy thereof will be filed with the corporate division of the Secretary of State for the State of Florida. In addition, a copy with all legal descriptions of any real property thereby affected, will be filed with the Clerk of the Circuit Court for the county or counties in which said property is located.

4. Elkton Green, Inc. will cause a final federal income tax return to be filed with the Internal Revenue Service for Hutson Land and Cattle Company which will no longer exist as of the effective date hereinabove provided for (August 31, 1997) in this Agreement and Plan of Reorganization, Liquidation and Dissolution.

5. The effective date of the liquidation and dissolution described herein shall be August 31, 1997 except to the extent the corporate division of the Florida Secretary of State's Office allows an effective date to be retroactive in order to have effective filing of all deeds and other documents herein. Hutson Land and Cattle Company shall be deemed to exist after August 31, 1997 solely for the purpose of allowing time for all documents

required to be executed, delivered and recorded to be filed in accordance with the agreements herein provided.

6. All transfers required to be reported and elections required to be made under the tax laws of the federal government and the requirements of the Internal Revenue Service and the Florida Department of Revenue shall be complied with including but not limited to the following:

- a) Filing of IRS Form 966 re Corporate Dissolution or Liquidation;

- b) All federal and state income tax returns including final returns;

- c) All elections pursuant to Section 331 and Section 332 of the Internal Revenue Code and information required under the regulations thereunder;

- d) All filings with the Clerk of the Court for property transfers and recordings as may be required by state law in order to perfect the chain of title as to all and any real property affected hereby;

- e) All corporate minutes reflecting the vote of shareholders, officers and directors required by each and every corporation that is a party hereto with respect to all action agreed to above including but not limited to the stockholders consent to a plan of complete liquidation to this Agreement and Plan of Reorganization, Liquidation, and Dissolution, to all deeds and/or bills of sale (to the extent required), transferring all assets to the parent corporation and to all resolutions of Board of

Directors, Certificate of Dissolution and any other shareholder and/or corporate minutes required by any state or federal authority;

7. In connection with the liquidation and dissolution of Hutson Land and Cattle Company, the parties hereto hereby agree as follows:

a) The Plan as hereby submitted shall become effective upon the earlier of formal adoption by the affirmative vote of the shareholders of the outstanding shares of stock of Hutson Land and Cattle Company or August 31, 1997;

b) After August 31, 1997 Hutson Land and Cattle Company shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets to its parent, Elkton Green, Inc. in accordance with this plan. The liquidation and dissolution are to be effective as promptly as possible and in no event later than August 31, 1997. At the close of business on August 31, 1997 the officers of Hutson Land and Cattle Company shall set aside a reserve fund of an amount to be determined by Elkton Green, Inc. sufficient to pay all unpaid federal income taxes, if any, Florida State income and/or franchise taxes, and miscellaneous fees and expenses in connection with execution of this plan. Such reserve funds shall be paid by check to David W. Hutson to be held by him for the payment of such proper expenses and taxes in accordance with authorization given by the Directors of Elkton Green, Inc.

Any amount remaining in the reserve fund after 90 days shall be paid to Elkton Green, Inc.

c) The Directors and Officers of Elkton Green, Inc. shall cause to be executed and filed, a Certificate of Dissolution of Hutson Land and Cattle Company in accordance with the laws of the State of Florida. The Officers and Directors of Hutson Land and Cattle Company, and Elkton Green, Inc. shall execute and consummate the plan and shall have power to adopt all resolutions, execute all documents, file all papers, and take all corporate action they deem necessary or desirable for the accomplishment of the Plan and the complete liquidation and dissolution of Hutson Land and Cattle Company.

IN WITNESS WHEREOF the parties have caused this Agreement and Plan of Reorganization, Liquidation and Dissolution to be executed by their respective duly authorized Officers this 28th day of August, 1997.

HUTSON LAND AND CATTLE COMPANY

By: 
Donald P. Hinson, President

ELKTON GREEN, INC.

By: 
Donald P. Hinson, President


DAVID W. HUTSON, Individually