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VAN HOUTEN & PONDER, P.A.

ATTORNEYS AT LAW

Michael A. Van Houten  
Stephen R. Ponder

Post Office Box 2325  
Daytona Beach, Florida 32115

114 S. Palmetto Avenue  
Daytona Beach, Florida 32114

Telephone (904) 257-1777  
Facsimile (904) 258-1355  
E-mail [vhplaw@aol.com](mailto:vhplaw@aol.com)

April 6, 2000

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/10/00--01143--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: McCarthy Warranty Services, Inc.

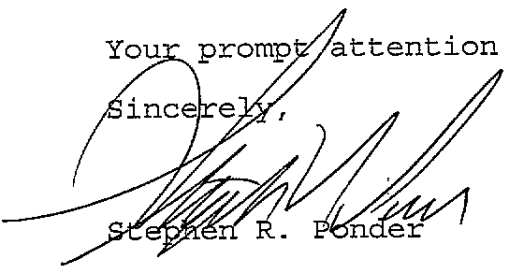
Dear Sir or Madam:

Enclosed is the original and one (1) copy of Articles of Dissolution for the referenced corporation. In addition, a check in the sum of \$35.00 is enclosed to cover the cost of filing.

Please file the original of the enclosed Articles of Dissolution and return an acknowledgment copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

  
Stephen R. Ponder

SRP/mrn

Enclosure

003\181

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 10 PM 3:20

Dissolution  
LFS  
4-18-2000

00 APR 10 PM 3:21

ARTICLES OF DISSOLUTION

The name of the corporation is MCCARTHY WARRANTY SERVICES, INC., which was formally known as McCarthy Homes, Inc., which name was changed on January 21, 2000.

1. The names and respective addressees of all of its officers and directors are:

Douglas P. McCarthy (President, Secretary, Treasurer and Director)  
4122 Giltedge Route  
Lewistown, Montana 59457

John R. Stoner (Vice President and Director)  
45 Capistrano Drive  
Ormond Beach, Florida 32176

2. A copy of the minutes and resolution authorizing dissolution of the corporation are attached. Said resolution was adopted by the shareholders of the corporation on the 30 day of March, 2000.

3. The number of votes cast by the shareholders was sufficient for approval.

DATED this 30 day of March, 2000.

MCCARTHY WARRANTY SERVICES, INC.  
f/k/a MCCARTHY HOMES, INC.

By: [Signature]  
PRESIDENT

ATTEST: [Signature]  
SECRETARY

STATE OF MONTANA  
COUNTY OF Fergus

Before me personally appeared Douglas P. McCarthy, who is the President and Secretary of McCarthy Warranty Services, Inc. f/k/a McCarthy Homes, Inc. and acknowledged before me that he executed the foregoing Articles of Dissolution.

In Witness Wherefore I have hereunto set my hand and seal on this 30 day of March, 2000.

[Signature]  
NOTARY PUBLIC

My Commission Expires: 4-25-2001

MINUTES OF THE JOINT SPECIAL MEETING  
OF STOCKHOLDERS AND DIRECTORS  
OF  
McCARTHY WARRANTY SERVICES, INC.,  
F/K/A MCCARTHY HOMES, INC.  
AT MEETING TO LIQUIDATE AND DISSOLVE

The Board of Directors and Stockholders of McCarthy Warranty Services, Inc., f/k/a McCarthy Homes, Inc., a Florida corporation, met at 4122 Giltedge Rt., Lewistown, Montana 59457, on the 30 day of MARCH, 2000, pursuant to a call of the meeting by the President.

Present were a quorum of the Stockholders and a quorum of the members of the Board of Directors.

The President of the corporation, Douglas P. McCarthy, presided as Chairman of the meeting and Douglas P. McCarthy, its Secretary, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice to the meeting signed by all the Stockholders and Directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a recommendation of the Board of Directors to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation.

BE IT RESOLVED AS FOLLOWS:

1. That in the judgment of the Board of Directors and the Shareholders of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved.

2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with the Internal Revenue Code and in accordance with the provisions of Sections 607.1402 and 607.1405 of the Florida Statutes, and that the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, i. e., the President and Secretary, are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

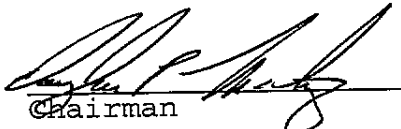
6. That after effecting such sales and providing for the proper debts of the corporation, that any remaining assets of the corporation be distributed to the Stockholders of the corporation as soon as possible, but in no event later than the termination of a one-month period, commencing on the date of these resolutions.

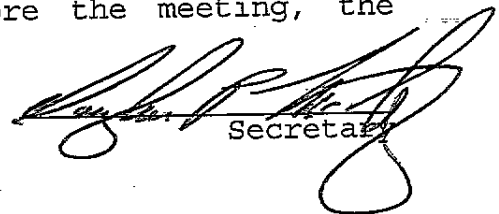
7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes, and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue, together with a certified copy of these resolutions.

9. That the accountants for the corporation shall assist those Shareholders who desire to have their gain taxed as provided in Section 333 of the Internal Revenue Code of 1986, as amended, for federal income tax purposes, in preparing form 964 and filing same with the Internal Revenue Service within a period of 30 days from the date of this meeting.

There being no further business before the meeting, the meeting was duly adjourned.

  
Chairman

  
Secretary


WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF  
STOCKHOLDERS AND DIRECTORS OF  
McCARTHY WARRANTY SERVICES, INC.,  
F/K/A MCCARTHY HOMES, INC.

We, the undersigned, being the Stockholders and Directors of McCarthy Warranty Services, Inc., f/k/a McCarthy Homes, Inc., a

Florida corporation, hereby severally waive notice of the time, place and purpose of a joint special meeting of the Stockholders and Directors of the corporation for the purpose of acting on the recommendation of the Board of Directors to liquidate and dissolve the corporation and consent and agree that it be held at 4122 Giltedge Rt., Lewistown, Montana 59457 on the 30 day of March, 2000, for that purpose and for the purpose of transacting any business which may come before the meeting.

DATED: 3-30-2000

  
Douglas P. McCarthy  
Sole Stockholder

  
Douglas P. McCarthy,  
President, Secretary, Treasurer,  
Director

DATED: 3-30-2000


John R. Stoner, Vice President,  
Director

#### RATIFICATION OF MINUTES

We, the undersigned, being all of the Directors and Shareholders of McCarthy Warranty Services, Inc., f/k/a McCarthy Homes, Inc., a Florida corporation, do hereby ratify, approve and confirm all that has occurred at the joint special meeting held on the 30 day of MARCH, 2000, at 4122 Giltedge Rt., Lewistown, Montana 59457, the minutes of which we have read and in signification of such approval, ratification, and confirmation and of our assent to all acts taken at said meeting, do hereby sign our names hereto.

DATED: 3-30-2000

  
Douglas P. McCarthy,  
Sole Stockholder

  
Douglas P. McCarthy,  
President, Secretary, Treasurer,  
Director

DATED: 3-30-2000

John R. Stoner, Vice President,  
Director