

590761

**SMITH
SAUER
& DEMARIA**
ATTORNEYS AT LAW

FILED

01 MAR 22 PM 12:16

March 20, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*G. Thomas Smith
Board Certified
Real Estate Attorney*

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*****35.00 *****35.00

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Corporate Document Number 590761

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Dissolution for the above-referenced corporate document number along with a check in the amount of \$35.00 to cover the filing fee. We have also enclosed a copy of the Waiver of Notice and Consent to the Joint Meeting of the Shareholders and Board of Directors and the Minutes of the Special Joint Meeting of Directors and Shareholders in which the resolution to dissolve was unanimously approved. Please date-stamp and return the copy of the Articles of Dissolution to us as evidence of filing.

Your time and attention to this matter are greatly appreciated. Should you have any questions or need additional information, please do not hesitate to contact us. Thank you for your usual courtesy.

Sincerely,

Jackie S. Abshire
Jackie S. Abshire
Legal Assistant

*Diss
3-28-01
JSA*

JSA:

Enclosures

c: Nathan Botts, CPA

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is RGS Roofing Company, Inc.
2. The names and respective addresses of its officers are:

Ms. Ruby Strickland
President & Treasurer
RGS Roofing Company, Inc.
5915 Golden Church Road
Jay, Florida 32565

Ms. Delores Strickland
Secretary
RGS Roofing Company, Inc.
5915 Golden Church Road
Jay, Florida 32565

3. The names and respective addresses of its directors are:

Ms. Ruby Strickland
RGS Roofing Company, Inc.
5915 Golden Church Road
Jay, Florida 32565

Lem Strickland
RGS Roofing Company, Inc.
5915 Golden Church Road
Jay, Florida 32565

Delores Strickland
RGS Roofing Company, Inc.
5915 Golden Church Road
Jay, Florida 32565

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remained for distribution to shareholders after applying it to the

payment of liabilities and obligations of the corporation).

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).
7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 14th day of March, 2001.

DATED this 14th day of March, 2001.

Ruby G. Strickland
Ruby Strickland, President

Delores Strickland
Delores Strickland, Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Ruby Strickland who is the President of RGS Roofing Company, Inc., and who produced a Florida driver's license as identification on this 14th day of March, 2001.

NOTARY STAMP:

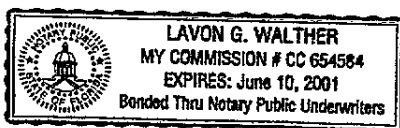


Jackie S. Abshire
NOTARY PUBLIC
Printed Name: Jackie S. Abshire
My Commission Expires: 11/21/04

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Delores Strickland who is the Secretary of RGS Roofing Company, Inc., and who produced a Florida driver's license as identification on this 15th day of March, 2001.

NOTARY STAMP:



Lavon G. Walther
NOTARY PUBLIC
Printed Name: LAVON G. Walther
My Commission Expires: 6-10-2001

RESOLUTION OF THE SHAREHOLDERS OF
RGS ROOFING COMPANY, INC.

WHEREAS, the Shareholders of RGS Roofing Company, Inc., have declared it advisable that the corporation be dissolved effective March 14, 2001, be approved.

WHEREAS, the Shareholders of RGS Roofing Company, Inc., do hereby approve of the dissolution of said Corporation.

RESOLVED, that the dissolution of RGS Roofing Company, Inc., effective March 14, 2001, are hereby approved.

RESOLVED FURTHER, that the Chairman and Secretary of this meeting are hereby authorized and directed to make, execute, and acknowledge a certificate under the corporation seal of this Corporation.

I, Delores Strickland, do hereby certify that I am the duly elected and qualified secretary and the keeper of the records and corporate seal of RGS Roofing Company, Inc., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Shareholders thereof, convened and held in accordance with law and bylaws of said Corporation on March 14, 2001, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 14th day of March, 2001.

Delores Strickland
Delores Strickland, Secretary