

**BOSWELL & DUNLAP LLP**

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598945

November 23, 1999

245 South Central Avenue  
P.O. Drawer 30  
Bartow, Florida 33831  
Phone: (863) 533-7117  
Fax: (863) 533-7412  
Sender's e-mail address:  
dhw@bosdun.com

Corporate Records Bureau  
Division of Corporations  
Attention: Dissolution  
409 East Gaines  
Tallahassee, FL 32301

Re: Articles of Dissolution  
Hatchell Hill Groves, Inc.

300003055893--3  
-11/29/99-01143-016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Bureau:

Enclosed please find the original and one copy of Articles of Dissolution for Hatchell Hill Groves, Inc. Please approve and file the original Dissolution and return the enclosed copy to this office. For your convenience in returning the copy, a pre-addressed stamped envelope is included. Our office check in the amount of \$35.00 made payable to Secretary of State is included for the filing fee.

Thank you for your assistance, and please do not hesitate to contact this office by phone if you have any questions regarding this request.

Sincerely,

Donald H. Wilson, Jr.

FILED  
NOV 29 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Donald H. Wilson, Jr.

DHWjr:afm

enclosures as noted

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V. SHEPARD DEC 7 1999

**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403, FLORIDA STATUTES,  
FOR HATCHELL HILL GROVES, INC.,  
A FLORIDA CORPORATION**

TO: SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1403, Florida Statutes, this corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is "**Hatchell Hill Groves, Inc.**" which was incorporated December 29, 1978 and was assigned corporate number 598945.

2. The name and addresses of the officers and directors of the corporation are as follows:

Jim Carlton Marsh, President and Director  
406 NE 4th Street, Fort Meade, FL 33841

David Lewis Marsh, Vice-President and Director  
P.O. Box 281, Winter Park, FL 32789

Susan M. Willis, Secretary, Treasurer and Director  
4416 Hallam Hill Lane, Lakeland, FL 33813

3. Dissolution of the corporation was authorized by unanimous action of the directors and shareholder on November 14, 1999.

4. All liabilities and obligations of the corporation have been paid and discharged.

5. All property and assets of the corporation remaining after payment of all debts, obligations and liabilities of the corporation have been distributed to its shareholder in accordance with its respective right and interest.

6. There are no actions pending against the corporation in any court.

7. Attached hereto is the unanimous Written Consent by the Directors and Shareholder to said dissolution.

Dated this 14<sup>th</sup> day of November, 1999.

Jim Carlton Marsh  
**Jim Carlton Marsh, President**

ATTEST:

Susan M. Willis  
**Susan M. Willis, Secretary**

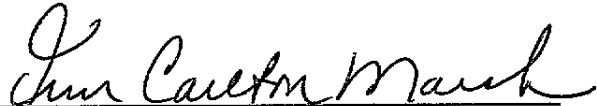
**UNANIMOUS WRITTEN CONSENT BY  
DIRECTORS AND SHAREHOLDER AUTHORIZING  
AND DIRECTING VOLUNTARY DISSOLUTION OF  
HATCHELL HILL GROVES, INC.**

The undersigned, being all officers, directors and shareholder of Hatchell Hill Groves, Inc., a Florida corporation, hereby consent to the voluntary dissolution of the corporation and authorize and direct that the officers of the corporation take all steps necessary or appropriate to carry out such dissolution pursuant to the following plan:

**Plan of Dissolution**

1. The business of the corporation shall terminate and all operation of the corporation's business shall cease.
2. All debts and obligations of the corporation shall be satisfied in full.
3. The assets of the corporation shall be marshaled and distributed to the shareholder in proportion to the number of shares held by each shareholder as a percentage or fraction of the total outstanding shares.
4. Articles of Dissolution shall be prepared and executed by the appropriate parties and filed with the Florida Secretary of State. All necessary and final tax returns and reports shall be completed and filed.
5. The dissolution of this corporation shall be completed no later than December  
30, 1999.

Each of the undersigns waives any and all notice and meeting requirements and consents in full to the actions set forth in the foregoing plan of dissolution. In assent to the above, each of the undersigned officers, directors and shareholder has signed his or her name and date below:

  
**Jim Carlton Marsh, Director and as  
Trustee of the Trust Agreement of  
Virginia L. Marsh dated June 29, 1987,  
sole Shareholder**  
Date 11-14-99  
Number of shares 506

David Lewis Marsh  
**David Lewis Marsh, Director**  
Date 11-14-99

Susan M. Willis  
**Susan M. Willis, Director**  
Date November 14, 1999