

**Stanley M. Miller, P.A.**

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Fax: 733-3163

**F26584**  
August 7, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

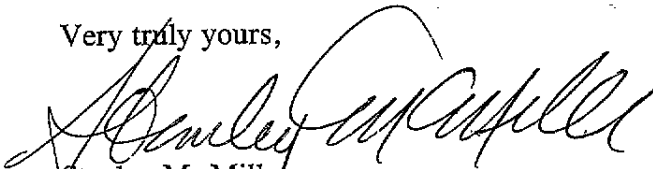
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Dissolution of Johnson Aluminum, Inc.**

Dear Sir:

Enclosed are original and copy of Articles of Dissolution along with a check for \$35.00.  
Please return stamped copy in the enclosed return envelope.

Very truly yours,

  
Stanley M. Miller

SMM/lc

cc: Michael D. Johnson

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION  
OF  
JOHNSON ALUMINUM, INC.

The undersigned, constituting the President, Secretary, and the Treasurer of JOHNSON ALUMINUM, INC., do hereby certify and affirm that the following are true and correct:

1. The name of Corporation: JOHNSON ALUMINUM, INC.
2. Names and respective addresses of its officers:

Michael D. Johnson  
President, Secretary, Treasurer  
3478 Oak Drive  
Palm Harbor, FL 34683

3. Names and respective addresses of directors:

Michael D. Johnson  
3478 Oak Drive  
Palm Harbor, FL 34683


4. Debts, Obligations and Liabilities: All debts, obligations and liabilities of JOHNSON ALUMINUM, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.

5. Property and Assets: All property and assets of JOHNSON ALUMINUM, INC., have been distributed to its corporate stockholder, Michael D. Johnson, in accordance with their rights and interests after such assets were used to satisfy the liabilities and obligations of JOHNSON ALUMINUM, INC.

6. Pending Action: There are no actions pending against JOHNSON ALUMINUM, INC., in any court.

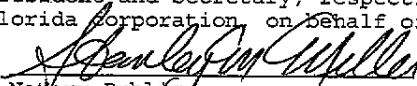
7. Stockholder Action: Attached hereto is an executed copy of the written consent of all corporate stockholders of JOHNSON ALUMINUM, INC., to dissolve the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on the 2nd day of August, 2000.

  
Michael D. Johnson

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 2nd day of August, 2000, by Michael D. Johnson, as President and Secretary, respectively, of JOHNSON ALUMINUM, INC., a Florida corporation, on behalf of said corporation.

  
Notary Public

x Personally Known

My commission expires:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CONSENT OF STOCKHOLDERS AND

DIRECTORS TO

DISSOLUTION AND LIQUIDATION

The undersigned, constituting all of the stockholders and directors of Johnson Aluminum, Inc., do hereby consent that the following plan of liquidation be adopted and be effectuated, and further waive notice of the special joint meeting for this purpose:

RESOLVED, that the following plan of liquidation of Johnson Aluminum, Inc., be and is hereby adopted:

1. The officers and directors are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

2. The corporation's assets shall be distributed equally among all stockholders, Michael D. Johnson, and the corporation in cancellation of their shares of stock.

3. As soon as practicable, the officers shall take all appropriate and necessary actions to dissolve the corporation under Florida law.

4. The officers shall wind up the affairs of the corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholders and cancellation of their shares; take all appropriate and necessary action to dissolve the corporation under Florida law.

5. The officers shall arrange for the distribution of any unused balance of the reserve to all the shareholders as soon as practicable.

6. As soon as possible after the distribution has been made, counsel for the corporation shall file an Articles of Dissolution of the corporation with the Secretary of the State of Florida, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution. In addition, the corporation shall file such necessary forms as shall be required under the Internal Revenue Code and the Treasury Regulations thereunder.

ALL STOCKHOLDERS:

Michael D. Johnson  
Michael D. Johnson

DIRECTORS:

Michael D. Johnson  
Michael D. Johnson

8-7-2001  
Date

\_\_\_\_\_  
Date

00 AUG -7 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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