

F64036

AGI FINANCIAL CORPORATION  
5138 SE MILES GRANT TERRACE  
STUART, FLORIDA 34997

561-283-6100  
Fax 561-221-8275

Secretary Of State  
Division Of Corporations  
P.O.BOX 6327  
Tallahassee FL 32314

April 22, 2002

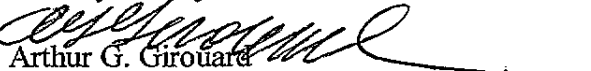
ATTN: Thelma Lewis

300005347513--0  
-04/25/02--01037--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: letter Number: 802A00021916

As requested enclosed Shareholders resolution to gether with Check in the Amount of \$35.00

Thank you for your assistance in this matter.

  
Arthur G. Girouard

I

FILED  
02 APR 25 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VO/dis  
T. Lewis 4/25/02

AGI FINANCIAL CORPORATION  
5138 SE MILES GRANT TERRACE  
STUART, FLORIDA 34997

561-283-6100  
Fax 561-221-8275

Secretary Of State  
The Capitol  
400 Monroe St  
Tallahassee Fl.  
32399-0250

April 9, 2002

Enclosed is copy of Dissolution of AGI FINANCIALM CORPORATION

Sincerely:

A handwritten signature in black ink, appearing to read "Arthur G. Girouar", written over a horizontal line.

Arthur G. Girouar  
President



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 12, 2002

ARTHUR G. GIROUAR  
A.G.I. FINANCIAL CORPORATION  
5138 SE MILES GRANT TERRACE  
STUART, FL 34997

SUBJECT: A. G. I. FINANCIAL CORPORATION  
Ref. Number: F64036

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please attach the resolution by the shareholders mentioned in #7 to the dissolution.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 802A00021916

ARTICLES OF DISSOLUTION BY VOLUNTARY ACTION

OF  
Arthur G. Girouard

A.G.I. FINANCIAL CORPORATION

The undersigned corporation, for the purpose of dissolving the Corporation,  
And pursuant to the provisions of the General corporation Act of Florida, hereby  
Execute the following Articles of Dissolution:

FIRST; The name of the Corporation is A.G.I. FINANCIAL CORPORATION.

SECOND; The names and respective addresses of its officers are:

Arthur G. Girouard President

5138 SE Miles Grant Terrace

Stuart FL 34997

M. Claire Girouard Secretary/Treasurer

5138 SE Miles Grant Terrace

Stuart FL 34997

THIRD; The names and respective addresses of its directors are:

Arthur G. Girouard, President

M. Claire Girouard Secretary

Both of 5138 SE Miles Grant Terrace

Stuart FL 34997

Fourth: All liabilities and obligations of the Corporation have been  
Paid for or Discharged, or adequate provisions has been made thereof

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SECRETARY OF STATE  
TALAHASSEE, FLORIDA

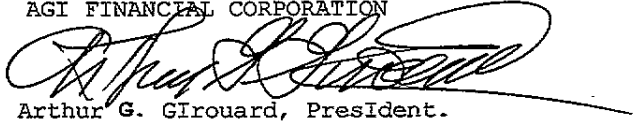
FIFTH: No property remained for distribution to shareholders after applying it to the payment of liabilities and obligations of the corporation.


SIXTH: There are no action 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 it in any pending action.

SEVENTH: The attached resolution to dissolve the corporation has been adopted by the shareholders of the corporation on April 1, 2002

Signed this 8th day of April 2002

AGI FINANCIAL CORPORATION

  
Arthur G. Girouard, President.

  
M. Claire Girouard, Secretary

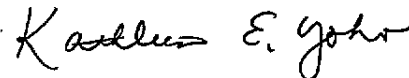
STATE OF FLORIDA

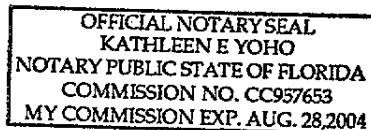
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day April of 2002, by Arthur G. Girouard President of AGI FINANCIAL Corporation, on behalf of the Corporation.

My Commission expires Aug. 28, 2004

Notary Public





SHAREHOLDERS' RESOLUTIONS

RESOLVED, that Arthut G. Girouard AGI Financial Corporation, a Florida corporation, be dissolved and liquidated within one month pursuant to the following Plan of Dissolution and Complete Liquidation:

(1) The Corporation shall be dissolved and liquidated pursuant to the provisions of Sections 607.257, 607.261 and 607.267 of the General Corporation act of Florida, and Section 333 of the Internal Revenue Code.

(2) The Corporation shall initially dissolve under Section 607.267 of the General Corporation Act of Florida and in connection therewith, the appropriate officers of the Corporation are authorized, empowered and directed to take any and all action deemed necessary to effect such dissolution, including without limitation, executing and filing with the Florida Department of State Articles of Dissolution of the Corporation and furnishing any creditors of the corporation with notice of dissolution as required by law.

(3) The Corporation shall thereafter cease to conduct any further business other than to wind up its affairs pursuant to this Plan and the applicable provisions of Florida law.

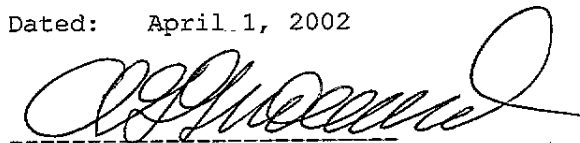
(4) The Shareholders of the Corporation shall surrender and compromise all claims against the Corporation, except claims arising solely out of their capacity as Shareholders, unless they shall notify the Corporation in writing of such claims within a week of this meeting.

(5) Subject to the discharge of its liabilities and obligations, the Corporation shall transfer and distribute to its shareholders in complete cancellation, redemption and retirement of all of the outstanding shares of common stock of the Corporation, all of the remaining assets and properties of the Corporation to the extent that there are any in excess of those as may be deemed necessary to meet claims against, and obligations of, the Corporation.

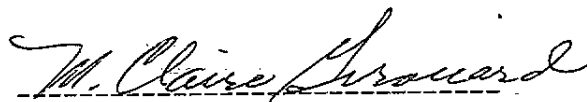
(6) The distribution of the corporation's assets and properties as contemplated by this Plan shall be commenced and concluded within the same calendar month.

(7) Prior to and after the distribution and final liquidation of the Corporation, the officers of the Corporation, as may be appropriate, shall have full authority to, and shall take all action and execute and deliver all agreements, notices, certificates and other instruments on behalf of the Corporation and its shareholders, as may be deemed necessary, desirable or convenient in order to effect the assignment, transfer, conveyance and distribution of all the assets and properties of the Corporation as contemplated hereby and to fully carry out this Plan of Dissolution and Complete Liquidation.

Dated: April 1, 2002

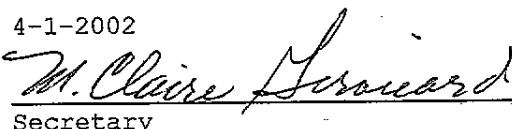


Shareholder and Director



Shareholder and Director

4-1-2002



Secretary