

AUG-19-05 12:13 From:AKERMAN SENTERFITT

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Division of Corporations

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Florida Department of State

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Division of Corporations

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From: Jazmine Roman, Paralegal

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.

Account Number : 075471001363

Phone : (305) 374-5600

Fax Number : (305) 374-5095

Dear Filing Officer:

Please file the attached Articles of Dissolution with today's date (8/19/05). Thank You.

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DIVISION OF CORPORATIONS

DISSOLUTION

LEGRAN, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
LEGRAN, INC.**

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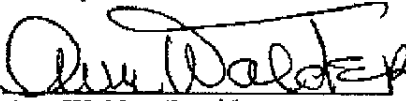
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, as amended, **LEGRAN, INC.**, a Florida corporation (the "Corporation"), hereby files the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is: **LEGRAN, INC.** The Document Number of the Corporation is H10715. The filing date of the Articles of Incorporation of the Corporation was July 3, 1984.
2. The dissolution of the Corporation was authorized on August 18, 2005 by the board of directors of the sole shareholder of the Corporation.
3. The shareholders of the Corporation, which holds 100% of the issued and outstanding shares of voting common stock of the Corporation, approved and authorized the dissolution of the Corporation. The number of votes cast for dissolution was sufficient for approval.
4. In accordance with the Florida Business Corporation Act, the dissolution of the Corporation shall be effective as of the filing of these Articles of Dissolution with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Dissolution as of August 18, 2005.

LEGRAN, INC.

By: 
Ann Walder, President

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Exhibit "A"

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
LEGRAN, INC.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the complete liquidation and dissolution of LEGRAN, INC., a Florida corporation ("Corporation"), through the distribution of all the Corporation's assets to its Shareholders in complete liquidation of the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended ("Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Corporation when approved by the Directors, and upon the approval and adoption thereof by the Shareholders of the Corporation.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Shareholders in accordance with his, her or its respective rights and interest. The dissolution and the distribution of such assets shall be completed as soon as practicable.

4. Abandonment. Upon the approval of the Plan by the Shareholders of the Corporation, the Directors of the Corporation may not, without further action by the Shareholders, abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue its business to the extent necessary to collect accounts receivable, pay liabilities, and

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otherwise conduct business consistent with the objective of the Corporation to distribute all of its assets to its Shareholders and wind up its affairs.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Corporation not previously distributed shall be distributed to the Shareholders of the Corporation according to each Shareholder's percentage ownership interest in the Corporation. In no event shall any amount be retained by the Corporation beyond the end of the Liquidation Period to meet the claims of the Shareholders with respect to his, her or its stock.

7. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The Shareholders shall surrender their certificates for such shares as determined by the Directors for recording the receipt of distributions prior to the final distribution, and shall surrender any remaining certificates representing outstanding charges of the Corporation for cancellation upon receipt of the final distribution herein authorized.

8. Filing. Within 30 days from the date of the adoption of this Plan, the President of the Corporation shall file with the Treasury Department a Form 966 with the appropriate offices of the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan.

Upon the final distribution of all the assets of the Corporation, the President of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, and such other forms as are appropriate.

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9. State Filing Requirements. After all of the assets of the Corporation have been distributed in complete redemption of the Shareholders, the President and Directors of the Corporation shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Sections 607.1402 and 607.1403, Florida Statutes, as that statute presently exists or as it may be amended, to effect a complete statutory dissolution of the Corporation, and to do such other actions as are required, including filing all necessary documents.

10. Authorization of Necessary Acts. The President and Directors of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 331, and the Treasury Regulations issued hereunder. The President shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

11. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 331. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 331.

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