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March 16, 2001

ROBERT M. C. ROSE  
OF COUNSEL

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Towne Services, Inc.  
Our File No. 28053.01

300003878303--8  
-03/19/01--01149--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find original Articles of Dissolution of Towne Services, Inc for filing. Also enclosed is a check in the amount of \$35, the required filing fee. Should you have any questions regarding this matter, please feel free to call.

Sincerely,



John R. Jenkins  
For the Firm

JRJ:dc  
Enclosures

cc: Mr. John F. Jenkins

Towne/Div of Corp.ltr

FILED  
01 MAR 19 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS MAR 23 2001

ARTICLES OF DISSOLUTION  
OF  
TOWNE SERVICES, INC.

FILED  
01 MAR 19 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is Towne Services, Inc. The address for the Corporation was Post Office Box 3332, Fort Pierce, Florida 33448.

ARTICLE II

Officers

The name and respective addresses of its officers are:

John F. Jenkins, President/Vice President/Secretary, 1172 Binney Drive, Fort Pierce, Florida 33450.

ARTICLE III

Board of Directors

The name and addresses of its directors are:

John F. Jenkins, President/Vice President/Secretary, 1172 Binney Drive, Fort Pierce, Florida 33450.

ARTICLE IV

All liabilities and obligations of the Corporation have been paid or discharged. All remaining property and assets of the Corporation have been distributed among its shareholders in

accordance with their respective rights and interests and pursuant to a Plan of Liquidation approved by unanimous consent of the Corporation's Board of Directors and Shareholders.

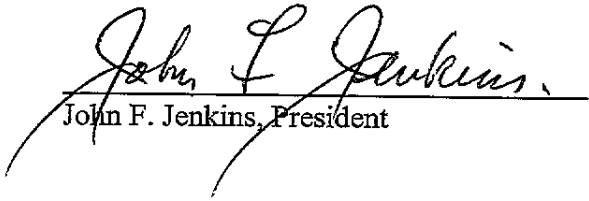
#### ARTICLE V

There are no actions pending against the Corporation in any court.

#### ARTICLE VI

A copy of the consent of all shareholders to dissolve the Corporation is attached hereto, which consent has been signed by all shareholders.

IN WITNESS WHEREOF, the undersigned sole shareholder and director has executed these Articles of Dissolution authorizing the dissolution as of the 28<sup>th</sup> day of February, 2001.

  
John F. Jenkins, President

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS  
OF TOWNE SERVICES, INC.

A special meeting of the shareholders of TOWNE SERVICES, INC. was held on February 28, 2001 at 1172 Binney Drive, Fort Pierce, Florida. Present were all of the shareholders of the Corporation:

The shareholders discussed the recommendation of the Corporation's director that the Corporation be dissolved and that the liquidation of the Corporation occur in accordance with Florida Law. Upon motion duly made and carried, the following resolutions were adopted:

RESOLVED that the shareholders of the Corporation hereby consent, authorize, and approve the liquidation of the Corporation in accordance with the Articles of Dissolution and Plan of Liquidation. This plan is in all respects adopted and approved;

RESOLVED that the shareholders hereby approve the distribution of all of the assets of the Corporation to the shareholders in accordance with said board of director's resolutions; and

RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the plan of liquidation adopted by the board of directors of the Corporation.

There being no further business, the meeting was adjourned.

  
Secretary

**TOWNE SERVICES, INC.**  
**PLAN OF LIQUIDATION AND DISSOLUTION**

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporations affairs, to collect and sell any and all remaining assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the shareholders in proportion to the number of shares owned by them in cancellation of their shares.

2. To require of all shareholders to surrender to the Corporate Secretary, through a Letter of Transmittal, or otherwise, all Stock Certificates.

3. As soon as practicable, the officers shall take appropriate and necessary action to dissolve the Corporation under Florida law including, but not limited to, the enclosed Articles of Dissolution.