

503-299

Bishgoff, Inc.

50 North Laura Street

Suite 3625

Jacksonville, Florida 32202

(904) 354-5573

December 10, 1996

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

700002027217--8
-12/12/96-01055-008
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are the Articles of Dissolution in regard to Bishgoff, Inc. along with a check in the amount of \$35.00.

Thank you for your cooperation in this matter.

Yours truly,


Benjamin C. Bishop, Jr.
President

BCBjr:sa
Enclosures

FILED
96 DEC 26 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/30



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

Benjamin C. Bishop, Jr.
Bishgoff, Inc.
50 N. Laura St., Suite 3625
Jacksonville, FL 32202

SUBJECT: BISHGOFF, INC.
Ref. Number: J03299

We have received your document for BISHGOFF, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The referenced shareholder consent was not attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 896A00056423

ARTICLES OF DISSOLUTION
OF
BISHGOFF, INC.

FILED
96 DEC 26 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of dissolving Bishgoff, Inc., a Florida corporation, in accordance with Section 607.1403, Florida Statutes, does hereby make this instrument which shall be the Articles of Dissolution of the corporation to be filed in the offices of the Department of State, and hereby subscribes, acknowledges, and certifies the same, as follows:

ARTICLE I

The name of the corporation is Bishgoff, Inc.

ARTICLE II

The date the corporation authorized the dissolution was November 21, 1996.

ARTICLE III

Dissolution was approved by the shareholders, and the number of shares cast in favor of dissolution (1,750 shares) represents 100% of the outstanding shares of the corporation and is sufficient for approval of dissolution.

ARTICLE IV

Dissolution was approved by shareholders, however, since there was only one shareholder of the corporation, voting by voting groups was not required.

ARTICLE V

The corporation elected to dissolve by a Consent Without a Meeting of Board of Directors and Stockholders dated November 21, 1996, a true and correct copy of such Consent Without a Meeting and election to dissolve are attached hereto.

By: Benjamin C. Bishop
President

By: Starke H. Bishop
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of November, 1996, by Benjamin C. Bishop, Jr. and Starke H. Bishop, the President and Secretary, respectively, of a Florida corporation, on behalf of the corporation.

Shaaron M. Anderson
Notary Public, State of Florida

My commission expires:



SHAARON M. ANDERSON
Notary Public, State of Florida
My Comm. Exp. Nov. 8, 1998
Comm. No. CC 418704

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

I, the duly elected and acting Secretary of Bishgoff, Inc. (the "Corporation"), certify that the following is a true and correct copy of the Plan of Complete Liquidation and Dissolution ("Plan") of the Corporation as adopted by the stockholders at a special meeting held for that purpose on November 21, 1996, at 2:00 p.m. at the office of the Corporation in Jacksonville, Florida.

This Plan of Complete Liquidation and Dissolution ("Plan") is for the purposes of effecting the complete liquidation of Bishgoff, Inc., a Florida corporation under Sections 331 and 336 of the Internal Revenue Code of 1986, and the dissolution of Corporation under Florida state law.

1. **Winding up of Corporation's Affairs.** The officers of Corporation shall take all steps necessary to wind up Corporation's affairs including collecting all Corporation's assets, and paying (or providing for the payment) of all Corporation's liabilities.

2. **Period of Liquidation.** As soon as practicable after the adoption and approval of this Plan by the shareholders of Corporation at a special meeting of shareholders called for the purpose of acting on the complete liquidation and dissolution of Corporation pursuant to the terms and conditions of this Plan ("Special Meeting"), Corporation's property shall be distributed in complete liquidation and in complete cancellation or redemption of all of Corporation's issued and outstanding stock.

3. **Distribution of Property.** During the period of liquidation, Corporation shall distribute all its property (other than cash set aside as a reserve to pay liabilities in accordance with the provisions of paragraph 4 of this Plan) to its shareholders in complete cancellation or redemption of all its issued and outstanding stock.

4. **Reserve of Liabilities.** Corporation shall set aside as a reserve to pay contingent and unascertained liabilities (including all Federal, State, and local tax liabilities) that amount of cash that the officers of Corporation, in their discretion, deem reasonable. The amount in that reserve may be transferred as necessary during the period of liquidation to a trustee to be designated by the holders of Corporation's Common. The trustee shall use the reserve to pay all such liabilities. Any balance in the reserve after it has been determined that all such liabilities have been paid shall be distributed to the holders of Common in proportion to the number of shares held. No part of the reserve shall revert to Corporation under any circumstances.

5. **Assumption of Excess Liabilities.** Each shareholder shall agree as follows to assume part of the excess, if any, of the amount of contingent and unascertained liabilities of Corporation over the amount of the reserve to pay these liabilities established under the provisions of paragraph 4:

(a) Each holder of Common shall agree to assume the lesser of: (i) that part of the excess that is in proportion to the number of shares of Common held by that holder; or (ii) an amount that equals the sum of the amount of cash and the fair market value of other property distributed to that holder for his shares of Common under paragraph 3.

6. Business Activities. After the distributions referred to in paragraph 3 are made, Corporation shall not engage in any business activities. The directors then in office, and, at the pleasure of the directors, the officers then in office, shall continue in office solely to wind up Corporation's business and affairs. No action shall be taken that is inconsistent with the status of liquidation and status shall continue until the date Corporation is dissolved.

7. Dissolution. As soon as practicable after Corporation's property is distributed to its shareholders, Corporation's officers shall take all steps necessary and appropriate to dissolve Corporation under the provisions of the Florida Business Corporation Act.

8. Form 966. Within 30 days after the date this Plan is adopted by the shareholders, Corporation shall file a properly filled-in and executed Form 966 with all information and attachments required by Treasury regulations with the IRS Service Center where Corporation will file its final Federal income tax return.

9. Authority of Officers and Directors. The directors and officers of Corporation shall have authority to carry out and consummate this Plan, including authority:

(a) to do, on behalf of Corporation, all acts required to be done by Corporation under this Plan;

(b) to adopt all resolutions, execute all documents, file all papers, and take all other action deemed necessary to effect the dissolution of Corporation and the complete liquidation of its business, assets, and affairs.

I also certify that this resolution is now in full force and effect.

Starke H. Bishop
Starke H. Bishop, Secretary

November 21, 1996
Date

**MINUTES OF SPECIAL JOINT MEETING OF
THE SHAREHOLDERS AND BOARD OF DIRECTORS
TO ADOPT PLAN OF COMPLETE LIQUIDATION**

A special joint meeting of the stockholders and directors of Bishgoff, Inc. was held at the office of the corporation on November 21, 1996, at 2:00 p.m.

The following shareholder(s) was present, constituting all of the shareholders and representing 100% of the stock ownership of the corporation:

Benjamin C. Bishop, Jr.

The following directors were present, constituting all of the directors of the corporation:

Benjamin C. Bishop, Jr., Starke H. Bishop, Benjamin C. Bishop, III

Benjamin C. Bishop, Jr., president of the corporation, acted as chairman of the meeting and Starke H. Bishop, secretary of the corporation, acted as secretary of the meeting.

The secretary read a written Waiver of Notice of this meeting which was signed by all the shareholders. The secretary was ordered to add this waiver of notice to these minutes.

WAIVER OF NOTICE

The undersigned, being the shareholders and Board of Directors of Bishgoff, Inc., hereby waive notice of the time, place and purpose of a special joint meeting of the shareholders and Board of Directors of the said corporation, and do fix the 21st day of November, 1996, at 2:00 p.m. in the offices of the corporation in Jacksonville, Florida, as the time and place of such meeting.

We hereby waive all the requirements of the State of Florida, both as to time and place of said meeting and to the publication thereof; and consent to the transaction of such business as may come before said meeting.


Shareholder/Director

Bern C Birly III
Director

Starke H. Bishop
Director

The chairman announced that this meeting was called for the purpose of discussing and acting upon a plan for liquidating and dissolving the corporation. He explained that the shareholders would realize gain or loss to the extent of any difference between the amount distributed and each shareholder's adjusted basis for their shares in the corporation. After consideration of the plan by the directors and the shareholders, the following resolution was unanimously adopted:

RESOLVED: The following plan of liquidation of Bishgoff, Inc. be and is hereby adopted:

1. The officers of the corporation are authorized and directed to wind up its affairs, collect its assets, and pay or provide for the payment of, its debts and liabilities.
2. By December 31, 1996, the officers of the corporation shall transfer all its remaining property (subject to all its remaining liabilities) to the corporation shareholders in proportion to their stock ownership in cancellation of their shares.
3. By December 31, 1996, the officers of the corporation shall cause it to be dissolved.

There being no further business before the meeting, the meeting adjourned at 2:40 p.m.

Date: November 21, 1996

Starke H. Bishop
Starke H. Bishop, Secretary