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December 29, 1997

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

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-12/31/97--01078--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Bryant & King Homes, Inc.

Gentlemen:


Enclosed please find the following documents regarding the above-referenced corporation:

- 1) Original of Articles of Dissolution;
- 2) Copy of Waiver of Notice and Consent of Joint Special Meeting of Stockholders; and
- 3) Copy of Minutes of Special Meeting of the Stockholders of Bryant & King Homes, Inc.

Please file same for dissolution of this corporation. Also enclosed please find Check No. 2741 in the amount of \$35.00 which represents the filing fee.

Thank you for your assistance in this matter.

Sincerely,

  
MICHAEL Wm MEAD  
MWM/mw

Enclosures: as stated

Diss.  
01-09-98  
CC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 9:28

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DIVISION OF CORPORATIONS  
97 DEC 31 AM 9:28

### ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is:

**BRYANT & KING HOMES, INC.**

2. The corporation elected to dissolve by act of all shareholders of the corporation pursuant to resolution to dissolve having been duly adopted by all stockholders at a duly called joint special meeting. A copy of said minutes containing said resolution and waiver of said meeting are attached to these Articles.


3. Said dissolution was authorized by the shareholders on December 22, 1997.

4. EFFECTIVE DATE OF DISSOLUTION IS: DECEMBER 31, 1997.

**BRYANT & KING HOMES, INC.**

By:

  
**FREDDIE H. BRYANT, President**

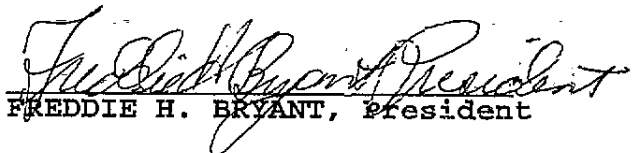
  
**DARREN H. BRYANT, Vice President**

**WAIVER OF NOTICE AND CONSENT**  
**OF**  
**JOINT SPECIAL MEETING OF STOCKHOLDERS**

We, the undersigned shareholders of the corporation known as **BRYANT & KING HOMES, INC.**, do hereby waive notice of a joint special meeting of the stockholders of said corporation to be held on December 22, 1997, in Navarre, Florida, and do hereby consent to this meeting for the purpose of considering the dissolution of this corporation.

This waiver and consent shall be filed with the corporate records and made a part of the minutes of the meeting.

DATED: December 22, 1997.

  
FREDDIE H. BRYANT, President

  
DARREN H. BRYANT, Vice President

**MINUTES OF SPECIAL MEETING OF THE**  
**STOCKHOLDERS OF**  
**BRYANT & KING HOMES, INC.**

A special meeting of the corporation was held at the office of the corporation in Navarre, Florida, on the 22nd day of December, 1997. The following stockholders were present in person:

FREDDIE H. BRYANT

DARREN H. BRYANT


being all of the shareholders of the corporation.

The Secretary presented to the meeting a Consent and Waiver signed by the stockholders, which is appended to these minutes.

The President advised that this meeting was called for the purpose of voluntarily dissolving this corporation. The following resolution was duly made, seconded, and unanimously passed:

BE IT RESOLVED, that this corporation be dissolved, and that all assets of the corporation shall be equally distributed to all the stockholders hereof, FREDDIE H. BRYANT and DARREN H. BRYANT, and that the President of this corporation is hereby authorized and directed to file the necessary documents with the Secretary of State to voluntarily dissolve the corporation, and to effectuate the transfer of all assets of the corporation to the stockholders.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously passed, the meeting was adjourned.

  
FREDDIE H. BRYANT, President

  
DARREN H. BRYANT, Vice President