Division of Comporations

NO.135

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MCKENZIE CONTRACTING, INC.

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4/25/2003

FAX AUDIT NUMBER: H030001434098

APR. 25. 2003 11738AM CRARY BUCHANAN

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ARTICLES OF DISSOLUTION OF McKENZIE CONTRACTING, INC.

Pursuant to the provisions of Section 607.1403, FLORIDA STATUTES, the undersigned corporation has adopted the following Articles of Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the corporation is McKENZIE CONTRACTING, INC., a Florida corporation.
- Dissolution of the Corporation was authorized on April _____, 2003.
- 3. The dissolution of the Corporation was authorized by the Personal Representative of the Estate of Brian McKenzie, as the sole shareholder of the Corporation.
- The number of shares cast in favor of dissolution was sufficient for approval, being all of the authorized, issued and outstanding shares of stock in the Corporation.
- The Consent Action by Shareholders to Dissolve Corporation by written consent of the shareholders is attached hereto and made a part hereof as Exhibit "A".
- The effective date of the dissolution of the Corporation shall be the date of these Articles of Dissolution.

In Witness Whereof, the Corporation has caused its duly authorized officer to execute these Articles of Dissolution this ______ day of April, 2003.

McKENZIE CONTRACTING, INC., a Florida corporation

(CORPORATE SEAL)

By: Mary J. Mad

NO.136

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President lts:

Prepared by: Steven D. Beres, Esq. Florida Bar No. 329721 Crary, Buchanan, Bowdish, Bovie, Beres, Elder & Thomas, Chtd. 555 SW Colorado Avenue Post Office Drawer 24 Stuart, FL 34995-0024 Ph: (772) 287-2600 Fx: (772) 287-0115

FAX AUDIT NUMBER: B030001434098

APR. 25. 2003 11:48AM CRARY BUCHANAN

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NO.136 P.3/4

FAX AUDIT NUMBER: E030001434098

STATE OF MASSACHUSETTS COUNTY OF SUFFICIE

The foregoing instrument was acknowledged before me this 22nd day of April, 2003 by Mary J. Magner, as President of McKenzie Contracting, Inc., a Florida corporation, on behalf of the corporation. She (Please carce one or the rollowing) of is personally known to me or \Box has produced "~~

SPANOS 7 JOANT K FAL NOTARY PUBLIC My Commission Expires: June 12,

APR. 25. 2003 11:49AM CRARY BUCHANAN

NO.136 P.4/4

FAX AUDIT NUMBER: B030001434098

CONSENT ACTION BY SHAREHOLDERS TO DISSOLVE CORPORATION

Upon the recommendation of the Board of Directors of McKenzie Contracting, Inc., a Florida corporation (the "Corporation"), to the undersigned, being the Personal Representative of the Estate of Brian McKenzie, the Sole Shareholder of the Corporation, owning all of the issued and outstanding shares of capital stock of the Corporation, pursuant to F.S. 607.0704, in lieu of holding a meeting of the shareholders of the Corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting, the undersigned do hereby agree that:

1. The Corporation be dissolved.

2. The plan of liquidation set forth in the Directors' resolutions adopted at their meeting is hereby approved by the shareholders of the Corporation.

3. The officers and directors of the Corporation are hereby authorized and directed to collect and distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in the plan, and to take such further action as may be necessary or proper to liquidate and dissolve the corporation.

4. The proper officers of this Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this resolution.

This Consent Action is effective on the date it is signed.

Signed April 22, 2003.

harry & Magner

Mary J. Magner, Persodal Representative of the Estate of Brian McKenzje