

BURTON & BURTON, P.A.
ATTORNEYS AT LAW

501 WEST MAIN STREET
POST OFFICE DRAWER 1729
WAUCHULA, FLORIDA 33873-1729
TELEPHONE (841) 773-3241

JOHN W. BURTON
JOHN W.H. BURTON

JOEL EVERS,
OF COUNSEL
L. GRADY BURTON
1893-1981
FAX
841-773-0910

J75342
September 15, 1997

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

900002295039--9
-09/17/97--01008--009
*****35.00 *****35.00

Re: Rest-a-Pest, Inc.

Gentlemen:

Enclosed please find Articles of Dissolution of Rest-a-Pest, Inc., which we would appreciate your filing.

Also enclosed is our check in the amount of \$35.00 to cover the filing fees.

Thank you for your assistance in this matter.

Sincerely,

Brenda
Brenda K. Sutton
Paralegal

APPROVED
AND
FILED
9/29/97 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/bks
Enclosures

OK J75342
FD 10/5
HPS
9-29-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1997

BURTON & BURTON, P.A.
% BRENDA SUTTON
P.O. DRAWER 1729
WAUCHULA, FL 33873-1729

SUBJECT: REST-A-PEST, INC.
Ref. Number: J75342

We have received your document for REST-A-PEST, 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):

Please include the exhibit(s) referred to in your document.

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 (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 397A00047014

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403, Florida Statutes, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is REST-A-PEST, INC.
2. The names and respective addresses of the officers and directors of the corporation are as follows:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|-------------------|----------------------------------|---------------------------------------|
| Roger G. Thornton | President, Secretary Director | 116 S. 7th Ave. Wauchula, FL 33873 |

3. Dissolution was authorized on September 4, 1997.
4. The number of votes cast for dissolution was sufficient for approval.
5. All liabilities and obligations of the corporation have been paid or discharged.
6. All the property and assets of the corporation remaining after payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
7. There are no actions pending against the corporation in any court.
8. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent is attached to these articles.

DATED this 4th day of September, 1997.

REST-A-PEST, INC.

By: *Roger G. Thornton*
Roger G. Thornton, President

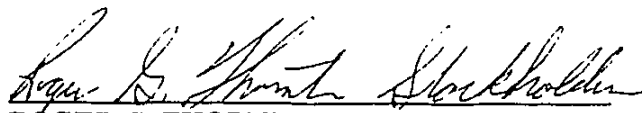
APPROVED
AND
FILED
97 SEP 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACTION BY WRITTEN CONSENT OF SHAREHOLDERS
OF
REST-A-PEST, INC.
IN LIEU OF MEETING**

I, the undersigned, being the owner of all of the 1,000 shares of authorized common stock of REST-A-PEST, INC. and therefore being the sole Stockholder of REST-A-PEST, INC., a Florida corporation, do hereby unanimously consent in writing to the adoption of the following resolutions, taking the action in lieu of meeting as permitted by Section 607.0704 Florida Statutes:

1. RESOLVED that the corporation be voluntarily dissolved, and that the appropriate officers of the corporation are authorized and directed to take all steps necessary or appropriate to carry out the intent and purposes of this resolution.

IN WITNESS WHEREOF, the undersigned, being the owner of all of the 1,000 shares of authorized common stock of the corporation, and therefore being the sole Stockholder of REST-A-PEST, INC. hereby executes this written consent (which may be executed in multiple counterparts, which, if so executed, when taken together shall constitute one and the same instrument) as and for unanimous written consent of the Stockholders, effective as of the 4th day of September, 1997.


ROGER G. THORNTON, Stockholder