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TALLAHASSEE, FLORIDA

12/27/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
CONTACT: KAREN S LABORDE
PHONE: (941)934-4121

ACCT#: 07541000217E

FAX #: (941)352-4494

NAME: AG-SPRAY CORPORATION

AUDIT NUMBER.....H96000018079

DOC TYPE.....DISSOLUTION

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12-31-96

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ARTICLES OF DISSOLUTION
OF
AG-SPRAY CORPORATION

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TALLAHASSEE, FLORIDA

1. The name of the Corporation is AG-SPRAY CORPORATION.

2. The names and respective address of its officers are:

President/Secretary/Treasurer

IL CLAYTON McDONALD
1058 S.E. Hansel Avenue
Arcadia, Florida 33821

3. The name and address of its Directors is:

IL CLAYTON McDONALD
1058 S.E. Hansel Avenue
Arcadia, Florida 33821

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.

5. All the remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any Court.

7. A copy of the Resolution by the Board of Directors and Shareholders to dissolve the Corporation is attached hereto. This Resolution was adopted by the Board of Directors and Shareholders of the Corporation on December 28, 1996 to dissolve the Corporation effective December 31, 1996.

IL Clayton McDonald
IL CLAYTON McDONALD
President/Secretary/Treasurer

Prepared by: Theresa A. Kolish, Esquire
Florida Bar Number: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

EFFECTIVE DATE
12-31-96

FAX AUDIT NO.: E96000018079

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STOCKHOLDERS AND DIRECTORS ACTION
BY UNANIMOUS CONSENT
WITHOUT A MEETING
OF

AG-SPRAY CORPORATION

The undersigned, presently being the sole Stockholder of all the issued and outstanding shares and all the sole member of the Board of Directors who would be entitled to vote upon the actions hereinafter set forth at a formal joint special meeting of the Stockholders and Directors of said Corporation, does hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal joint special meeting of the Stockholders and Directors of said Corporation.

RESOLVED that the Corporation shall liquidate and dissolve pursuant to the following plan of liquidation and dissolution:

1. The Officers are authorized and directed to proceed promptly to wind-up the Corporation's affairs to collect and reduce to possession its 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. All assets of the Corporation shall be distributed to the Shareholders on or before December 31, 1996, and the Corporation shall cease to conduct any business thereafter.
2. The Corporation shall be dissolved as soon after the liquidation as practical, to allow for the winding up of the affairs of the Corporation (e.g. execution of final tax returns, notices to creditors, etc.).
3. The Officers and Directors are empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the Stockholders and Directors, said Officers and Directors being authorized to adopt any subsequent resolutions to effectuate the intent of the Stockholders and Directors to liquidate and dissolve the Corporation. Furthermore, the President and Secretary of the Corporation are hereby specifically empowered, authorized and directed to sign any document and take such other steps as are necessary to liquidate and dissolve the Corporation in accordance with and set forth herein.
4. That the following persons shall hold the following offices of the Corporation until their successors are duly elected and qualified.

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President
Secretary/Treasurer

- H. CLAYTON McDONALD
- H. CLAYTON McDONALD

The undersigned does hereby unanimously consent and affirm that the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Stockholders and Directors of the Corporation and that this document be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

Dated: 12/23/96

H. Clayton McDonald
H. CLAYTON McDONALD
Sole Director/Sole Stockholder

FAX AUDIT NO.: E96000018079