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SECRETARIES STATE
OALLAHASSEE, FLORID

COVER LETTER

TO:

Registration Section
Division of Corporations

SUBJECT: WATER WISE LA	NDSCAPE TIRRIGATION, LLC ted Liability Company)
Dear Sir or Madam:	,
The enclosed Resignation of Member, Managing	Member or Manager and fee(s) are submitted for filing.
Please return all correspondence concerning this n	natter to the following:
KATHLEEN MINER (Name of Person)	06 JAN -5
WATER WISE LANDSCAPE (Firm/Company)	IRRIGATION, LIC
2331 CAPTAIN DE (Address)	
DELTONA FL 32738 (City/State and Zip Code)	<u> </u>
For further information concerning this matter, ple	ease call:
(Name of Person)	at (<u>386</u>) <u>804 - 160 Z</u> (Area Code & Daytime Telephone Number)
STREET/COURIER ADDRESS: Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301	MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314
Enclosed is a check for the following amount:	
S25 Filing Fee CR2E079 (8/05)	\$55 Filing Fee & Certified Copy



FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS

RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, TODD OLDS hereby resign as MEMBER / MANAGER (Title)
of WATER WISE LANDS CAPE & IRRIGATION, LLC, (Limited Liability Company)
a limited liability company organized under the laws of the State of FLORIDA
and affirm that the limited liability company has been notified in writing of the resignation.
- See attached -
(Signature of resigning manager, managing member or member)
ASSEE H
Electric St. 26
LORIUS CONTRACTOR CONT

FILING FEE IS \$25.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

CORPORATE RESIGNATION AND AGREEMENT

As of this /// day of December, 2005, I, TODD OLDS, hereby resign as member/manager of Water Wise Landscape & Irrigation, LLC. By tendering of this resignation, I also hereby relinquish all right, title and interest in and to the company known as Water Wise Landscape & Irrigation, LLC ("Water Wise") and its bank account at Washington Mutual Bank in Orange City, Florida. I hereby authorize Water Wise to remove me as a signatory on said account. Contemporaneous with the execution of this Resignation, I shall tender to Water Wise the two (2) cellular telephones owned by Water Wise as well as the key to the corporate office.

I hereby acknowledge and agree that the following accounts currently being serviced by Water Wise have been secured by the efforts of Jim Miner and shall remain the customers of Water Wise and I shall not solicit said customers: Masterpiece Homes, Florida Look, Inc., Progressive Landscape & Irrigation, Southland Homes and Ehret & Welch. Similarly, under separate agreement executed by Jim Miner, the following customers are deemed to be my customers and shall not be solicited by Water Wise: R.L. Reimer, Pinnacle Land Maintenance and Rain Tree Village.

I further acknowledge and agree that I shall not enter upon any job sites being serviced by Water Wise nor shall I cause or attempt to cause any disruption to Water Wise's business.

By my signature below, I hereby withdraw permission for the use of my license in connection with any business of Water Wise. Likewise, I shall not utilize Water Wise's corporate name or credit card for the issuance of any permits from this date forward. A acknowledge that there are no assets of the company and that, other than the promissor note issued in connection with the corporate loan from my mother, there is no money owing to me. By this resignation, effective as of the above date, I hereby acknowledge that I will no longer utilize the accounts of Water Wise at Central Pump & Supply, Nextel, CJ Landscape & Irrigation, McMaster Sod or any other suppliers/vendors of Water Wise.

