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(Business Entity Name)

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LL.M. in Taxation

OF COUNSEL  
CLINTON W. SHINN<sup>1</sup>  
J. RONALD WARD, JR.<sup>2,3</sup>

July 1, 2005

<sup>1</sup> A PROFESSIONAL LAW CORPORATION  
<sup>2</sup> ALSO ADMITTED IN TEXAS AND MISSISSIPPI  
<sup>3</sup> A LIMITED LIABILITY COMPANY

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Dissolution of Dendinger of Florida, L.L.C.**  
**GWE File No.: 5901/02**

Dear Sirs:

Enclosed herewith is the Consent of Sole Member adopting the attached Articles of Dissolution of Dendinger of Florida, L.L.C. Please proceed to process the dissolution of this entity and provide me with certification of the dissolution.

Please contact me should there be further requirements to complete this dissolution. My firm check in the amount of \$ 33.75 is enclosed as per instructions from your office. Thank you.

Very truly yours,

GILL, WARD & ECHOLS, L.L.C.

Clave E. Gill

CEG:jp

Enclosures

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JUL 1 2005  
TALLAHASSEE, FLORIDA  
PH 2:02  
FAX (985)887-9656  
WRITER'S DIRECT NUMBER  
(985)871-8104  
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**ARTICLES OF DISSOLUTION  
OF  
DENDINGER OF FLORIDA, L.L.C.**

1. The name of the Limited Liability Company is Dendinger of Florida, L.L.C.
2. The effective date of the Limited Liability Company's dissolution shall be the date of recordation of these Articles of Dissolution with the Florida Secretary of State.
3. A description of the occurrence that resulted in the Limited Liability Company's dissolution pursuant to Section 608.41, Florida Statutes: the business purpose for which company was formed has ceased to exist.
4. All debts, obligations and liabilities of the Limited Liability Company have been paid or discharged.
5. All remaining property and assets of the Limited Liability Company have been or shall be distributed to its sole member, Tate Rental Properties, L.L.C., in accordance with its rights and interests.
6. There are no suits pending against the company in any court.

Tate Rental Properties, L.L.C.  
Sole Member of Dendinger of Florida, L.L.C.

By: Charme P. Tate  
Charme P. Tate, Member/Manager

Dated: July 1, 2005

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**CONSENT OF SOLE MEMBER  
OF  
DENDINGER OF FLORIDA, L.L.C**

The undersigned, being the sole member of Dendinger of Florida, L.L.C., a Florida Limited Liability Company (the "Company"), and acting in accordance with the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby consent to the following action with the same effect as if adopted at a formal meeting of the members duly called and held for the purpose. This Consent may be signed in one or more counterparts.

**WHEREAS**, Tate Rental Properties, L.L.C., a Louisiana corporation, has acquired 100% of the ownership interest of John M. Poole in Dendinger of Florida, L.L.C. on June 17, 2005;

**WHEREAS**, in accordance with the business plan of the Company and its sole member, the Company is to be liquidated and all assets transferred to the sole member.

**NOW, BE IT THEREFORE**

**RESOLVED**, that the Company hereby adopts the Articles of Dissolution for Dendinger of Florida, L.L.C., a Florida Limited Liability Company, attached hereto as Exhibit "A" and dated July 1, 2005.

Tate Rental Properties, L.L.C.  
Sole Member of Dendinger of Florida, L.L.C.

By: Charme P. Tate  
Charme P. Tate, Member/Manager

Dated: July 1, 2005

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