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December 18, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Recording of Articles of Dissolution

000004734230--8  
-12/20/01--01045--003  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Gentlemen:

Enclosed please find for recording Articles of Dissolution for Southern D's Inc. A check for \$43.75 is attached to cover the cost of filing the document and for one certified copy. Additionally, I have enclosed a self addressed stamped envelope for the certified copy to be returned.

If you have any questions concerning this matter, please feel free to contact me at your convenience. Your time and cooperation is greatly appreciated.

Sincerely,

*Deborah Partlow*

Deborah Partlow  
Assistant to C. B. Myers III

enclosures

FILED  
01 DEC 20 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Valdis*

T. LEWIS DEC 28 2001

**ARTICLES OF DISSOLUTION  
WHERE BUSINESS HAS COMMENCED**

FILED  
01 DEC 20 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving **Southern D's, Inc.**

1. The name of the corporation is **Southern D's, Inc.**
2. All liabilities and obligations of the corporation have been paid or discharged, or adequate provisions have been made for the payment of all liabilities and obligations of the corporation.
3. All of the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among the shareholders in accordance with their respective rights and interest.
4. There are no actions pending against the corporation in any court.
5. Dissolution was authorized by written consent of the Stockholders and Directors in Lieu of Special Meeting of the Stockholders and Board of Directors pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, dated the 18<sup>th</sup> day of December, 2001.
6. The number of votes cast by such consent by the shareholders was sufficient for approval of dissolution.

THESE ARTICLES OF DISSOLUTION OF SOUTHERN D'S, INC. ARE DATED THIS 18th DAY OF DECEMBER, 2001, AND ARE EXECUTED BY THE APPROPRIATE OFFICERS OF THE CORPORATION AS FOLLOWS:

**SOUTHERN D'S, INC.**

(Corporate Seal)

By: C. Deleen Dawes  
C. Deleen Dawes f/k/a Deleen C. Fewox,  
its President

Attest: Dorinda F. Hendry  
Dorinda F. Hendry, Secretary

## NOTICE OF CORPORATE ACTION

Notice is hereby given that a majority of the Shareholders by written consent of the stockholders in lieu of a special meeting of such stockholders pursuant to Section 607.0704 of the Florida Business Corporation Act approved that Deleen C. Fewox may take the following actions regarding such corporation:

1. File any necessary forms within the appropriate days after the date hereof with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent,
2. Transfer all of the assets of the corporation to the stockholders of the corporation,
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors and lienors.

This document shall serve as notice of the actions taken as stated herein.

Dated this 18th day of December, 2001.

**SOUTHERN D"S, INC.**

By: C. Deleen Dawes  
C. Deleen Dawes f/k/a Deleen C. Fewox,  
its President

Attest: Dorinda F. Hendry  
Dorinda F. Hendry, Secretary

(Corporate Seal)

