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DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 6, 2003

VIA HAND DELIVERY

CENTRAL FLORIDA OFFICE
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MARTIN S. FRIEDMAN, P.A.
VALERIE L. LORD, Of COUNSEL
(LICENSED IN TEXAS ONLY)

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Gulf Environmental Services, Inc.
Articles of Dissolution
Our File No.33080.04

Dear Sir/Madam:

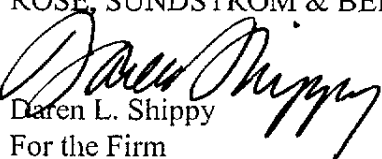
Enclosed please find the following original documents for filing with your office:

1. Articles of Dissolution of Gulf Environmental Services, Inc.;
2. Certification of Compliance by Officer of Gulf Environmental Services, Inc. (with attachment); and
3. Certification of Authenticity of Plan of Distribution (with attachment).

Please file these documents with your office and return the originals to me in the enclosed self-addressed, stamped envelope. Also, enclosed is an additional set of these documents to be date stamped and returned to the individual delivering them to you. Thank you for your attention to this matter.

Sincerely,

ROSE, SUNDSTROM & BENTLEY, LLP


Daren L. Shippy
For the Firm

DLS/dcr
Enclosures
Sec of State.ltr

ARTICLES OF DISSOLUTION
OF
GULF ENVIRONMENTAL SERVICES, INC.

FILED
03 NOV -6 PM 4: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Gulf Environmental Services, Inc. (hereafter "Corporation").

ARTICLE II

Members

The Corporation does not have any members.

ARTICLE III

Board of Directors

The Corporation has three directors in office, whose names are as follows: W. Kirk Beck, Alan C. Freeman and Arnold Rosenthal.

ARTICLE IV

Vote to Dissolve the Corporation

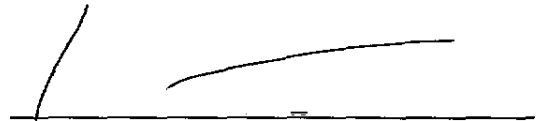
On June 26, 2003, a meeting of the Board of Directors (hereafter "Board") was held to discuss, consider and vote on the dissolution of the Corporation. All directors were present. At the meeting, the Board voted unanimously to adopt a Resolution to dissolve the Corporation.

ARTICLE VI

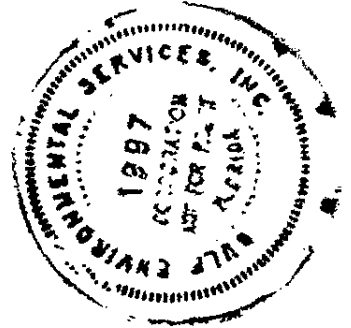
Date of Dissolution

The effective date of these Articles of Dissolution and the date of dissolution of the Corporation is the date these Articles of Dissolution are filed with the Department of State.

IN WITNESS WHEREOF, the undersigned Director and President of the Corporation has executed these Articles of Dissolution on the 26th day of June, 2003.


W. Kirk Beck, President

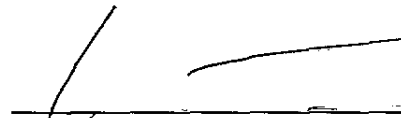
GULFClosing\articles - dissolution - final.wpd



CERTIFICATION OF COMPLIANCE
BY OFFICER OF
GULF ENVIRONMENTAL SERVICES, INC.

I, W. Kirk Beck, as President of Gulf Environmental Services, Inc. ("Corporation"), hereby certify that the Corporation has complied with the provisions of Section 617.1406(2), Florida Statutes, by adopting the attached Plan of Distribution of Assets of the Corporation by unanimous vote of directors then in office at a regularly scheduled meeting of the Board of Directors held on Thursday, June 26, 2003.

Dated this 26th day of June, 2003.


By: W. Kirk Beck
Its: President

The foregoing document was sworn to and subscribed before me this 26th day of June, 2003, by W. Kirk Beck, who is personally known to me or who produced as identification.

State of Florida
Notary Public
My commission expires:

\\gulf\closing\Compliance certificate - President final



Daren Shippy
MY COMMISSION # CC937685 EXPIRES
May 17, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**PLAN OF DISTRIBUTION OF ASSETS
OF
GULF ENVIRONMENTAL SERVICES, INC.**

This Plan of Distribution of Assets ("Plan") is adopted by the Board of Directors of Gulf Environmental Services, Inc. ("Corporation") on this 26th day of June, 2003.

WHEREAS, the Corporation does not have any members;

WHEREAS, this Plan is adopted pursuant to Section 617.1406 of the Florida Statutes;

WHEREAS, the Corporation's Articles of Incorporation require the Corporation to dissolve upon Lee County, Florida ("County") acquiring the Corporation's assets;

WHEREAS, the County will acquire the Corporation's assets effective July 1, 2003;

WHEREAS, because the purpose of the Corporation has been fulfilled, it is necessary for the Corporation to adopt this Plan in conjunction with the liquidation and winding up of the Corporation's affairs;

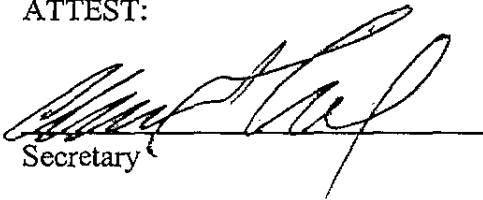
WHEREAS, the Corporation's Board of Directors unanimously approved this Plan.

1. All liabilities and obligations of the Corporation are to be paid, discharged or adequate provision made therefor. By way of example, but not limitation:
 - a. The County shall assume the responsibility for repayment and redemption of the Corporation's Series 1998 Water and Sewer System Revenue Bonds ("GES Bonds") pursuant to the Escrow Deposit Agreement to be entered into by and between the County, the Corporation and U.S. Bank National Association under which the GES Bonds will be defeased and deemed paid;
 - b. The County shall assume the agreements and obligations set forth in the following schedules:
 1. Schedule 1 - Developer Agreements
 2. Schedule 2 - Other Agreements
 - c. The Corporation shall pay all remaining obligations not otherwise assumed by the County, including all amounts due and owing under the Agreement for Operations and Maintenance of Water and Wastewater Systems with Severn Trent -Avatar Utility Services, LLC dated June 29, 1998.
2. There are no assets held by the Corporation that require return, transfer or conveyance as a result of the Corporation's dissolution, except those transferred or to be transferred to the County.

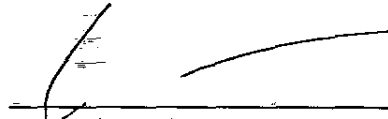
3. There are no assets of the Corporation limited in their use for only charitable, religious, eleemosynary, benevolent, educational or similar purposes.
4. Any remaining assets not already transferred to the County are to be transferred to the County upon payment of the Corporation's liabilities and expenses not paid or assumed by the County in conjunction with the liquidation and winding up of the Corporation's affairs.
5. A copy of this Plan, authenticated by either the President or Secretary of the Corporation, together with a certificate of an officer of the Corporation reflecting compliance with Section 617.1406(2), Florida Statutes, must be filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Officer and Director has set forth the Corporation's Plan of Distribution of Assets as unanimously adopted by the Corporation's Board of Directors as of the date first written above.

ATTEST:


Secretary

GULF ENVIRONMENTAL SERVICES, INC.


W. Kirk Beck, President

GULF\Closing\Plan of Distribution of Assets - final.wpd



SCHEDULE "1"

Gulf Environmental Services, Inc.
Developer Agreements

Development Name	Date of Agreement	Developer
Albertson's Retail Center	12/12/00	Destin Partnership
Allico Commerce Center	01/15/01	William B. Van Meter
Allico Commercial Park	8/13/2002	J.E.D./Wizel Allico Commercial Park, LLC
Allico Industrial Center	09/28/88	David W. Swor
Allico Industrial Park	04/12/89	Stewart Cypress Strand
Aloha Road Extension	08/26/88	Patrick J. Hayes, Trustee
Allico Crossings (K-Mart)	01/06/93	American Star Development, Inc.
America Outdoors RV Park	04/26/93	America Outdoors Condominium Association, Inc.
Andemell Land & Development Company	01/25/80	Andemell
Bahamas Road WM Extension	04/19/94	G. A. Jensen Construction
Barnett Bank/Burger King	02/18/88	William Gaddie
Bellavista at Miromar Lakes	06/26/02	Bellavista at Miromar Lakes, Ltd.
Belleaire Subdivision	04/04/83	Richard Allaire & Lionel Beaulieu
Belle Lago	01/13/03	Toll Estero Limited Partnership
The Best "18" Miniature Golf Course	04/25/85	The Best "18", Inc.
Bib's Burgers	11/10/88	Bib's Burgers Unit 1004, Inc.
Birch Road WM Extension	02/11/83	Dominick Demaio, Lee Harris, Albert Zimmerman, D.K. Zimmerman
Biscayne	07/17/89	Biscayne Ventures Associates
Breckenridge	10/17/86	Breckenridge, Ltd.
Breckenridge Professional Center	01/06/95	Gleneagles of Naples, Inc.
Breckenridge & Broadway Turn Lane	11/04/96	Gleneagles of Naples, Inc.
Caloosa Trace	06/12/89	Caloosa Group, Inc.
Cascades at Estero	01/14/02	Levitt and Sons
Christ Community Ministries	09/27/00	Christ Community Ministries
Coachlight Manor	10/07/86	Coachlight Manor Association, Inc.
Colonial Oaks	12/21/01	Colonial Homes
Constitution Professional Center	05/13/96	Southwest Florida Capital Corporation
Coral Drive WM Extension	08/15/89	Michael Garvis
Corkscrew Center	09/26/90	Appalachian Oil Corp. & Corkscrew Center Landowners Association
Corkscrew Palms Commerce Center	09/17/02	Corkscrew Palms LLC
Corkscrew Road Force Main	01/23/90	Morton A. Goldberg, Trustee; Lou Joseph, Allen M. Parvey, et al.
Corkscrew Village	10/11/96	Corkscrew Village Partners, Ltd.
Corkscrew Village Self Storage	04/04/00	Don Bordner
Corkscrew Woodlands	05/18/92	Corkscrew Woodlands Ltd.
Country Oaks	01/09/89	Country Oaks Association
County Road Fire Station	11/09/01	Estero Fire Rescue District

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Cypress Bend RV Resort	11/03/82	Cypress Bend RV Resort
Cypress Chase	05/25/88	Southwest Florida Capital Corporation
Cypress Chase, Phase II	06/02/89	Southwest Florida Capital Corporation
Cypress Cove at Wildcat Run	07/31/98	Bay Colony - Gateway, Inc.
Cypress View Drive Extension	01/25/93	Alan C. Freeman, Trustee
Discount Auto Parts	04/25/97	MJR Major Building Corp.
Dogwood & Coconut Rds WM Ext	02/14/83	Robert J. Jacoby
Dogwood & Evergreen Rds WM Ext	06/06/83	Raymond H. Zimmerman
Dominion Center	10/14/88	Dominion Center
Domino's Pizza	03/04/94	Domino's Pizza
Double Eagle Condominiums	04/23/84	Double Eagle Partnership
Driftwood Garden Center	01/12/98	Gary Hazelett
Eckerd Drugstore/12" Force Main	10/16/97	Cove/Macommas Joint Venture #1
Eckerd Drugstore at Stonebrook	02/13/03	The Sembler Company
Estero Fire Station No. 3	02/16/01	Estero Fire Rescue District
Estero 41 Self Storage	01/25/00	Estero 41 Self Storage LLC
Estero High School (Water)	07/06/87	Lee County School Board
Estero High School (Sewer)	04/11/00	Lee County School Board
Estero Interstate Commerce Park	06/26/01	Appalachian Off Corp.
Estero Palms	03/20/03	Design Builders of SW Florida, Inc.
Estero United Methodist Church	06/30/92	Estero United Methodist Church, Inc.
First National Bank @ Corkscrew Village	11/06/96	First National Bank of Florida
Florida Gulf Coast University	12/12/96	Board of Regents
Focal Point Interiors	02/07/01	Dee Westphal
Gardens at Estero	02/21/01	Gardens at Estero, Inc.
Geranium Road WM Extension	10/15/90	Donald Short
Golf Course South Addition	08/01/80	Coastland Corporation
Goodwill Center	04/26/93	Polish Cultural Center of Southwest Florida, Inc.
Grace Presbyterian Church	02/16/87	Grace Presbyterian Church
Grand Bay Plaza	12/30/02	Grand Bay Plaza, Ltd.
Grande Oak, Phases I-A & I-B; Tract IV-B	05/08/00	Florida Development Partners
Grande Oak, Tract II	11/17/00	Cortina Development, LLC
Grande Oak, Tract III	08/31/00	Parker Estero One, Inc.
Grande Oak, Tract IV-A	02/07/01	Empire Builders of Collier County
Grande Oak, Tract VI	02/14/01	Florida Bay Communities
Grande Oak, Tract VII	08/18/00	Parker Estero Two, Inc.
Grande Oak, Tract VIII	03/01/01	Avalon at Grande Oak, LLC
The Groves	08/04/89	John E. States, as Trustee of Broadway Land Trust

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
The Harborage	12/10/85	Harborage Development Co., Inc.
Hess Station (Alico Road & US 41)	09/07/95	Pick-Kwik Food Stores, Inc.
Ho Ho Chinese Restaurant	06/06/90	Ho Ho Chinese Restaurant
Island Club at Corkscrew Woodlands	01/11/96	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 2	03/11/96	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 3	03/26/97	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 4	02/06/98	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 5	12/08/98	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 6	03/13/01	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 7	03/13/01	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 8	06/20/01	David F. Davis & Howell F. Davis, Trustees, et al.
Island Park	03/06/72	Island Park Corporation
Island Park	11/24/80	Island Park Corporation
Island Park Road	03/10/81	Royal Homes, Inc.
Island Park Villages	04/01/84	First Communities of Fort Myers
Island Park Villages, Phase 5	04/04/88	First Communities of Fort Myers
Island Park Villages, Phases 3, 6 & 7	06/12/98	Walter L. Johnson
Island Park Woodlands	11/24/80	Island Park Corporation
Island Park Woods	10/06/83	Jassey-Murphy Development Co.
The Islands at Three Oaks	07/12/93	Southwest Florida Capital Corporation
Jock Lee Restaurant	05/21/86	Jock Lee
Jurek Professional Center	08/13/90	David F. Cunningham
Kingdom Hall of Jehovah's Witnesses	12/29/92	Kingdom Hall of Jehovah's Witnesses
Koreshan Business Park	04/21/98	W. Kirk Beck & Ernest W. Weathers, Trustees
Koreshan Historical Site & Trailer Park	10/03/89	Florida Department of Natural Resources
Koreshan Park	04/01/02	Life Care Health Resources
Lake San Carlos	11/18/81	Betty Gillespie & Dave Davis, Trustees
The Lakes	01/10/97	Southwest Florida Capital Corporation
The Lakes at Estero	09/17/01	Grace Conidaris
Lakeside Vista	07/19/84	Bralaw Homes, Inc.
Lamb of God Lutheran Church (Andre's Steaks)	06/11/90	Lamb of God Lutheran Church
Lamb of God Lutheran Church	05/24/99	Lamb of God Lutheran Church
Lee County Hockey Arena (TECO Arena)	12/23/97	KTB Florida Sports Arena Limited Partnership
Lee County Library (South County Library)	07/06/94	Lee County Board of County Commissioners
Lee County Library Park Division (SCP Pool)	03/23/89	Lee County Board of County Commissioners
Mainline Industrial Park	07/31/89	Patrick J. Hayes, D.K. Corbett, Thomas J. Wiley, Jr., M.D.
Mariner's Cove	10/13/87	Carl A. Kreager & Donald V. Whipp, Jr., d/b/a Mariner's Cove MHP
Matanzas Road, Phase I	01/25/84	Coastland Corporation

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Matanzas Road, Phase II	05/15/83	Coastland Corporation
Matanzas Road, Phase III	08/18/83	Coastland Corporation
Matanzas Road, Phase IV	09/30/83	Coastland Corporation
Matanzas Road, Phase V	02/27/84	Coastland Corporation
Matanzas Road, Phase VI	09/14/84	Coastland Corporation
Matanzas Road, Phase VII	01/23/85	Coastland Corporation
Matanzas Road WM Extension	10/01/02	St. Charles Homes, Inc.
McDonald's	09/27/88	Alan C. Freeman
Miller Brands South	10/18/89	Miller Brands of the Gulf Coast, Inc.
Miromar Factory Outlets	06/03/96	Miromar Development, Inc.
Miromar Lakes	06/23/00	Miromar Lakes, LLC
Mullock Creek (Tamiame Square)	10/03/89	Tamiame Trail Partnership
Naples Federal Savings & Loan	05/05/80	Naples Federal Savings & Loan
New University Pyramid Village	03/06/98	New University Pyramid Village Corp. & Homeowners Association
Newport Glen	09/29/83	Newport Glen Enterprises, Inc.
Ohio Boulevard Extension (Winged Foot Drive)	11/05/82	Coastland Corporation
Oriole Road WM Extension	10/11/93	Betty Page
Orlando Road WM Extension	04/02/84	Neil J. Harrington
Osprey Village Boulevard	07/21/93	NationsBank of Florida, NA, Trustee; et al.
Our Lady of Light Catholic Church	11/02/92	John J. Nevins, as Bishop of Diocese of Venice
Palmetto Road WM Extension	05/12/97	Ursula S. Elwood
Park Ridge	05/15/89	H.W. Marsh & James R. Chitwood
Passamondi Building	12/16/02	Mike A. Passamondi
Pelican Sound	01/07/98	WCI Communities Limited Partnership
Pelican Sound, Phase 2 (Hammock Greens)	03/30/98	WCI Communities Limited Partnership
Pelican Sound Sales Trailer	09/09/96	WCI Communities Limited Partnership
Pik 'N Run at Alico Road	02/12/98	Pik 'N Run #7, Inc.
Pik 'N Run at Corkscrew Road	10/07/98	Pik 'N Run d/b/a Pik 'N Run #11
Pine Glen	09/27/98	Southwest Florida Capital Corporation
Pine Glen, Phase 2	01/15/93	Southwest Florida Capital Corporation
Pine Run	12/31/86	Southwest Florida Capital Corporation
Pinewoods Elementary School	12/14/93	School Board of Lee County
Pittsburgh Boulevard WM Extension	05/08/90	Angela Pruitt
Plaza de Manana	05/09/80	Big C Corporation
Plaza del Sol	05/30/02	Sol Property Development
Port San Carlos	11/14/88	Douglas E. & Janet C. Garton
Quarterdeck Cove	10/11/83	Howard Meredith, Mary E. Swartz, et al.
Quince Road WM Extension	08/08/95	M.C. Zinser & Joey Reyes

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Quince Road WM Extension	02/20/90	Eugene Abernathy
Riverwoods Plantation RV Park (Sewer System)	03/01/93	Riverwoods Community Association, Inc.
Riverwoods Plantation RV Park (Water System)	07/13/82	Seven Winds, Inc.
Rockefeller Circle	04/17/84	Edward C. Daniels, Jr.
Rookery Pointe	03/01/00	Keystone Custom Homes
Royal Woods	03/10/81	Royal Homes, Inc.
St. Joseph's Episcopal Church	06/16/89	St. Joseph's Episcopal Church
San Carlos Center (Winn-Dixie)	04/21/97	Southwest Florida Building Group, Inc.
San Carlos Commerce Center (Tamlami Square)	10/03/89	Tamlami Trail Partnership
San Carlos Park Community Center (Karl Drews)	09/19/80	Lee County Board of County Commissioners
San Carlos Park Fire Station No. 3	09/12/02	San Carlos Fire District
San Carlos Park WM Ext (Quince & Rosewood)	01/17/81	Louis F. Sisson III
San Carlos Springs	02/27/84	Florida Suncoast Trading Corp.
San Carlos Villas	08/01/80	Coastland Corporation
San Carlos Woods	07/08/85	Coastland Corporation
7-Eleven Convenience Store	10/08/97	Frank Place Associates
Shadow Wood Preserve	04/01/02	Long Bay Partners LLC
Shady Acres RV Park	08/24/94	Ed & Marie Keohane
Shady Acres Travel Park	09/07/94	Perrine Enterprises
Shannon Pines	01/07/94	W. Kirk Beck & Lawrence W. Cook
The Shoppes at Grande Oak	05/30/01	Regency Centers
Signs In One Day	11/25/97	William J. Richards
Somerset/Terraverve Phase I	11/15/85	Somerset Development Corporation
South Estero Commercial Center	05/22/97	Steve Hithersay, Trustee
Southpark Woods	02/19/88	ReLux Corporation
Spring Ridge	12/05/88	Patrick T. Daltroff, Trustee
Springs of San Carlos, Bldgs 9 & 11	07/22/92	Colleen Strength as Trustee of D.C. Kelly Land Trust
Stoneybrook	05/26/98	U.S. Home Corporation & Corkscrew Properties, Ltd.
Sunny Grove Mobile Home Park	08/31/87	Sunny Grove Park, Inc.
Superamerica Store #1011 (Shell Gas Station)	10/27/86	Superamerica of Florida, Inc.
Superior Marine WM Extension	07/10/00	John J. Evans, Jr.
Tahiti Mobile Home Village	09/26/86	Tahiti Mobile Village, Inc.
Temple Citrus Groves	04/25/95	John A. Pulling
Terraverve Phases II & III	03/25/85	Somerset Development Corporation
Terraverve Phases IV, V & V-C	05/25/89	Somerset Development Corporation
Terraverve Phases 5-D, 5-E & 5-F	10/11/00	Terra Verde Country Club Development
Three Oaks Community Park	01/20/93	Lee County Board of County Commissioners

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Three Oaks Elementary School	04/19/88	School Board of Lee County
Three Oaks Middle School	06/23/92	School Board of Lee County
Three Oaks Town Center	09/25/92	Alan C. Freeman, Trustee
Tidewater Island	05/13/91	Lynne C. Taylor & William A. Taylor, Co-Trustees
Timber Lake at Three Oaks	11/28/01	Continental Homes
Tincher Concrete	07/28/93	Tincher Concrete Construction
Tivoli & St. Moritz at Miramar Lakes	10/10/01	Pulte Home Corporation
Tuffy's Lube Store	05/13/99	Three A, LLC
Unit 13, Orle Road	12/14/84	Coastland Corporation
Unit 13, Phases I & II - SCP	12/23/85	Coastland Corporation
Unit 13, Phase III - SCP	12/18/87	Coastland Corporation
Unit 15	09/01/79	Coastland Corporation
Unit 16, Phase I	04/17/86	Caloosa Group, Inc.
Unit 16, Phase II	05/05/87	Caloosa Group, Inc.
Unit 16, Phase III	05/23/89	Caloosa Group, Inc.
Unit 16, Phase V	08/10/87	Caloosa Group, Inc.
Unit 16, Phase V-A	04/17/86	Caloosa Group, Inc.
Unit 16, Phases VI & VII	10/05/88	Caloosa Group, Inc.
Unit 16, Phase VIII	04/17/86	Caloosa Group, Inc.
Unit 16, Phase IX	11/20/89	Caloosa Group, Inc.
Unit 16, Phase XIV	04/17/86	Caloosa Group, Inc.
Unit 16, Phase XVI	04/17/86	Caloosa Group, Inc.
U.S. 41, Allico to Constitution Blvd (Allico Trust)	05/29/86	Ronald C. Francisco
Valencia at Miramar Beach and Golf Club	05/22/01	Centex Homes
Victory Church	01/21/03	Victory Church
Villages at Country Creek	04/21/87	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Phase II-A	01/26/90	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Phase II-B3	04/21/87	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Rivers Reach Ph 3	04/15/94	U.S. Home Corporation
Villages at Country Creek, Phase 4-A	04/15/94	C.S. Townhome & U.S. Home Corporation
Villages at Country Creek, Phase 4-D1 & 4-D2	04/15/94	U.S. Home Corporation
Villages at Country Creek, Phase 4-D3	04/21/87	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Phase 4-E1	04/21/94	C.S. Townhome & U.S. Home Corporation
Villages at Country Creek, Phase 4-E3	04/15/94	U.S. Home Corporation
Villages at Country Creek	09/05/89	U.S. Home Corporation
The Vines Country Club	12/12/84	Banyan Group, Inc.
The Vines Country Club Restroom Facilities	11/13/91	Vines Country Club, Inc.
The Vines Country Club	04/19/95	PHH Homequity Corporation

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
The Vines Country Club, Southwind Village	05/21/98	Heritage/Naples Acquisition, Inc.
Walgreen's	02/02/95	Walgreen's
Waterway Bay (Island Park Woods Phase II)	04/07/88	Island Park Woods II Joint Venture
Wendy's Restaurant	01/29/87	Wendy's International
West Bay Club	06/01/98	West Bay Club Development Corporation
West Carnegie Circle WM Extension	06/02/87	Ramco Construction & Development
Wildcat Run	10/09/87	Wildcat Run Development Corp.
Winn-Dixie Shopping Center (Old Winn-Dixie)	06/12/79	Woodford H. May, Trustee
Wisteria Road WM Extension	01/24/83	Brooks, Inc.
Woodbriar	05/09/86	Carl N. Fisk
Woodsmoke Campgrounds	10/18/74	Woodsmoke Recreational Enterprises
Grank Oak East	06/11/03	Florida Development Partners

SCHEDULE "2"

Gulf Environmental Services, Inc. Other Contracts To Be Assumed

Agreement for Temporary Sewer Service

Albertson's Supermarket & Retail Center	Bonita Springs Utilities
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Agreement for Temporary Water Service

Goodier Property (4061 Williams Road)	Bonita Springs Utilities
Taylor Property (4071 Williams Road)	Bonita Springs Utilities

CIP Construction & Engineering Contracts

Alico Road Widening Utility Relocations	Phoenix (LCDOT Contract)/JRI
Corkscrew WTP High Service Pumps	A.J. Stewart/RHPA, Inc.
FGCU Pilot House	Southwest Utilities/JRI
FGCU Phase V Dorms & Building "U"	Strickler Bros./JRI
Winged Foot Drive Force Main Phase II	MAJ Contracting/JRI
San Carlos Water Main Project	Johnson Engineering, Inc.

Collection Agency Services

Professional Adjustment Corp. of SW Florida	LCU uses same company
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Effluent Reuse Agreements

Grandeza	Effluent Reuse Agreement
Miromar Lakes	Effluent Reuse Agreement
Pelican Sound	Effluent Reuse Agreement
San Carlos Golf Course	Effluent Reuse Agreement
Stoneybrook CDD	Effluent Reuse Agreement
Vines Country Club	Effluent Reuse Agreement
Villages at Country Creek	Effluent Reuse Agreement
West Bay Club	Effluent Reuse Agreement

FCC Radio Station License

Radio Station License	Covers Corkscrew & San Carlos WTPs
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Fire Hydrant Maintenance Agreements Districts

Estero & San Carlos Fire Rescue

Florida Department of Transportation

Utility Master Agreement ways	Utility relocations in FDOT right-of-
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Interconnect Agreement

Water Main Interconnect, US 41 & Williams	Bonita Springs Utilities
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Lift Station Lease

Estero Fire Station No. 3 Lift Station

Estero Fire Rescue District

Line Locates

Sunshine Station One-Call

Membership Agreement

MiscellaneousFlorida Gulf Coast University
contract

Water & sewer mains construction

Three Oaks Master Association

Property fee for Three Oaks WWTP

Odor Control Equipment

Three Oaks WWTP

Vulcan Peroxidation Systems, Inc.

Railroad Crossing License Agreements

Baker FM License Agreement

Seminole Gulf Railway: Milepost 1.3

Broadway Road WM License Agreement

Seminole Gulf Railway: Milepost

979.66

Constitution Circle WM License Agreement

Seminole Gulf Railway: Milepost

976.91

Corkscrew Road FM License Agreement

Seminole Gulf Railway: Milepost

980.65

Corkscrew Road FM/Reuse Main License

Seminole Gulf Railway: Milepost

980.68

Agreement

Corkscrew Road WM License Agreement

Seminole Gulf Railway: Milepost

980.68

Koreshan Boulevard FM License Agreement

Seminole Gulf Railway: Milepost

979.28

San Carlos Boulevard FM License Agreement

Seminole Gulf Railway: Milepost

976.79

San Carlos Boulevard WM License Agreement

Seminole Gulf Railway: Milepost

977.97

Refundable Advance (Rebate) Agreements

Alico Road 8" Force Main Extension

William B. Van Meter

Ben Hill Griffin Parkway 16" Water Main

SCP Fire District

Corkscrew Road Force Main

Corkscrew Village Partners, Ltd.

Koreshan Boulevard Water Main Extension

Rookery Pointe, LC

Matanzas Road Water Main Extension

St. Charles Homes, Inc.

Oriole/Aloha Roads Water Main Extension

Pik 'N Run #7, Inc.

Plantation Drive Water Main Extension

Russell Scott Klare

Rockefeller Circle Water Main Extension

John J. Evans, Jr.

South Estero Commercial Center

Steve Hithersay, Trustee

U.S. 41 Force Main Extension

Cove/Macomas Joint Venture #1

U.S. 41 Water Main Extension

W. Kirk Beck & Ernest W. Weathers

U.S. 41/Williams Road FM Extension

West Bay Club Development Corp.

U.S. 41/Williams Road Reuse Main Ext.

West Bay Club Development Corp.

Williams Road Water Main Extension

West Bay Club Development Corp.

Service Area Exchange Agreements

West Bay Club/The Brooks Exchange
LBP/O'Donnell Properties

Bonita Springs Utilities
Bonita Springs Utilities

Sludge Hauling Agreement

Three Oaks/San Carlos WWTPs

American Water Services

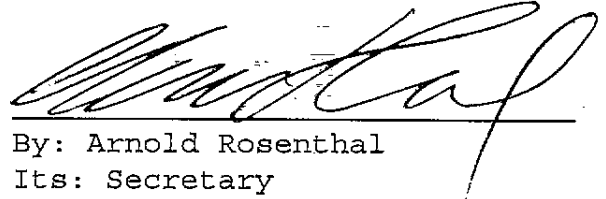
Administrative Office Lease

Edward J. McBride Charitable Residual
Trust

CERTIFICATION OF AUTHENTICITY
OF PLAN OF DISTRIBUTION

I, Arnold Rosenthal, Secretary of Gulf Environmental Services, Inc. ("Corporation"), hereby certify that attached is a true and correct copy of the Corporation's Plan of Distribution.

Dated this 26th day of June, 2003.


By: Arnold Rosenthal
Its: Secretary



\\gulf\\closing\\authentication certificate - Secretary final

**PLAN OF DISTRIBUTION OF ASSETS
OF
GULF ENVIRONMENTAL SERVICES, INC.**

This Plan of Distribution of Assets ("Plan") is adopted by the Board of Directors of Gulf Environmental Services, Inc. ("Corporation") on this 26th day of June, 2003.

WHEREAS, the Corporation does not have any members;

WHEREAS, this Plan is adopted pursuant to Section 617.1406 of the Florida Statutes;

WHEREAS, the Corporation's Articles of Incorporation require the Corporation to dissolve upon Lee County, Florida ("County") acquiring the Corporation's assets;

WHEREAS, the County will acquire the Corporation's assets effective July 1, 2003;

WHEREAS, because the purpose of the Corporation has been fulfilled, it is necessary for the Corporation to adopt this Plan in conjunction with the liquidation and winding up of the Corporation's affairs;

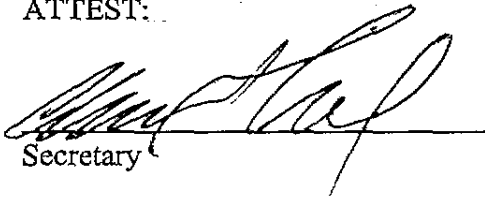
WHEREAS, the Corporation's Board of Directors unanimously approved this Plan.

1. All liabilities and obligations of the Corporation are to be paid, discharged or adequate provision made therefor. By way of example, but not limitation:
 - a. The County shall assume the responsibility for repayment and redemption of the Corporation's Series 1998 Water and Sewer System Revenue Bonds ("GES Bonds") pursuant to the Escrow Deposit Agreement to be entered into by and between the County, the Corporation and U.S. Bank National Association under which the GES Bonds will be defeased and deemed paid;
 - b. The County shall assume the agreements and obligations set forth in the following schedules:
 1. Schedule 1 - Developer Agreements
 2. Schedule 2 - Other Agreements
 - c. The Corporation shall pay all remaining obligations not otherwise assumed by the County, including all amounts due and owing under the Agreement for Operations and Maintenance of Water and Wastewater Systems with Severn Trent -Avatar Utility Services, LLC dated June 29, 1998.
2. There are no assets held by the Corporation that require return, transfer or conveyance as a result of the Corporation's dissolution, except those transferred or to be transferred to the County.

3. There are no assets of the Corporation limited in their use for only charitable, religious, eleemosynary, benevolent, educational or similar purposes.
4. Any remaining assets not already transferred to the County are to be transferred to the County upon payment of the Corporation's liabilities and expenses not paid or assumed by the County in conjunction with the liquidation and winding up of the Corporation's affairs.
5. A copy of this Plan, authenticated by either the President or Secretary of the Corporation, together with a certificate of an officer of the Corporation reflecting compliance with Section 617.1406(2), Florida Statutes, must be filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Officer and Director has set forth the Corporation's Plan of Distribution of Assets as unanimously adopted by the Corporation's Board of Directors as of the date first written above.

ATTEST:


Secretary

GULF ENVIRONMENTAL SERVICES, INC.


W. Kirk Beck, President



SCHEDULE "1"

Gulf Environmental Services, Inc.
Developer Agreements

Development Name	Date of Agreement	Developer
Albertson's Retail Center	12/12/00	Destin Partnership
Alico Commerce Center	01/15/01	William B. Van Meter
Alico Commercial Park	8/13/2002	J.E.D./Witzel Alico Commercial Park, LLC
Alico Industrial Center	08/28/88	David W. Swor
Alico Industrial Park	04/12/89	Stewart Cypress Strand
Alpha Road Extension	08/28/88	Patrick J. Hayes, Trustee
Alico Crossings (K-Mart)	01/06/93	American Star Development, Inc.
America Outdoors RV Park	04/26/93	America Outdoors Condominium Association, Inc.
Andemell Land & Development Company	01/25/80	Andemell
Bahamas Road WM Extension	04/19/94	G. A. Jensen Construction
Barnett Bank/Burger King	02/18/88	William Gaddie
Bellavista at Miramar Lakes	06/26/02	Bellavista at Miramar Lakes, Ltd.
Belleaire Subdivision	04/04/83	Richard Allaire & Lionel Beaulieu
Belle Lago	01/13/03	Toll Estero Limited Partnership
The Best "18" Miniature Golf Course	04/25/85	The Best "18", Inc.
Bib's Burgers	11/10/88	Bib's Burgers Unit 1004, Inc.
Birch Road WM Extension	02/11/83	Dominick Demako, Lee Harris, Albert Zimmerman, D.K. Zimmerman
Bliscayne	07/31/89	Bliscayne Ventures Associates
Breckenridge Professional Center	10/17/86	Breckenridge, Ltd.
Breckenridge & Broadway Turn Lane	01/06/95	Gleneagles of Naples, Inc.
Caloosa Trace	11/04/96	Gleneagles of Naples, Inc.
Cascades at Estero	06/12/89	Caloosa Group, Inc.
Christ Community Ministries	01/14/02	Levitt and Sons
Coachlight Manor	08/27/00	Christ Community Ministries
Colonial Oaks	10/07/86	Coachlight Manor Association, Inc.
Constitution Professional Center	12/21/01	Colonial Homes
Coral Drive WM Extension	05/13/96	Southwest Florida Capital Corporation
Corkscrew Center	08/15/89	Michael Garvis
Corkscrew Palms Commerce Center	09/26/90	Appalachian Oil Corp. & Corkscrew Center Landowners Association
Corkscrew Road Force Main	09/17/02	Corkscrew Palms LLC
Corkscrew Village	01/23/90	Morton A. Goldberg, Trustee; Lou Joseph, Allen M. Parvey, et al.
Corkscrew Village Self Storage	10/11/96	Corkscrew Village Partners, Ltd.
Corkscrew Woodlands	04/04/00	Don Bordner
Country Oaks	05/18/92	Corkscrew Woodlands Ltd.
County Road Fire Station	01/09/89	Country Oaks Association
	11/09/01	Estero Fire Rescue District

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Cypress Bend RV Resort	11/03/82	Cypress Bend RV Resort
Cypress Chase	05/25/88	Southwest Florida Capital Corporation
Cypress Chase, Phase II	06/02/89	Southwest Florida Capital Corporation
Cypress Cove at Wildcat Run	07/31/98	Bay Colony - Gateway, Inc.
Cypress View Drive Extension	01/25/93	Alan C. Freeman, Trustee
Discount Auto Parts	04/25/97	MJR Major Building Corp.
Dogwood & Coconut Rds WM Ext	02/14/83	Robert J. Jacoby
Dogwood & Evergreen Rds WM Ext	06/06/83	Raymond H. Zimmerman
Dominion Center	10/14/88	Dominion Center
Domino's Pizza	03/04/94	Domino's Pizza
Double Eagle Condominiums	04/23/84	Double Eagle Partnership
Driftwood Garden Center	01/12/98	Gary Hazelett
Eckerd Drugstore/12" Force Main	10/16/97	Cove/Macommas Joint Venture #1
Eckerd Drugstore at Stoneybrook	02/13/03	The Sembler Company
Estero Fire Station No. 3	02/16/01	Estero Fire Rescue District
Estero 41 Self Storage	01/25/00	Estero 41 Self Storage LLC
Estero High School (Water)	07/06/87	Lee County School Board
Estero High School (Sewer)	04/11/00	Lee County School Board
Estero Interstate Commerce Park	06/26/01	Appalachian Oil Corp.
Estero Palms	03/20/03	Design Builders of SW Florida, Inc.
Estero United Methodist Church	06/30/92	Estero United Methodist Church, Inc.
First National Bank @ Corkscrew Village	11/06/96	First National Bank of Florida
Florida Gulf Coast University	12/12/96	Board of Regents
Focal Point Interiors	02/07/01	Dee Westphal
Gardens at Estero	02/21/01	Gardens at Estero, Inc.
Geranium Road WM Extension	10/15/90	Donald Short
Golf Course South Addition	08/01/80	Coastland Corporation
Goodwill Center	04/28/93	Polish Cultural Center of Southwest Florida, Inc.
Grace Presbyterian Church	02/16/87	Grace Presbyterian Church
Grand Bay Plaza	12/30/02	Grand Bay Plaza, Ltd.
Grande Oak, Phases I-A & I-B; Tract IV-B	05/08/00	Florida Development Partners
Grande Oak, Tract II	11/17/00	Cortina Development, LLC
Grande Oak, Tract III	08/31/00	Parker Estero One, Inc.
Grande Oak, Tract IV-A	02/07/01	Empire Builders of Collier County
Grande Oak, Tract VI	02/14/01	Florida Bay Communities
Grande Oak, Tract VII	08/18/00	Parker Estero Two, Inc.
Grande Oak, Tract VIII	03/01/01	Avalon at Grande Oak, LLC
The Groves	08/04/89	John E. States, as Trustee of Broadway Land Trust

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
The Harborage	12/10/85	Harborage Development Co., Inc.
Hess Station (Alico Road & US 41)	09/07/85	Pick-Kwik Food Stores, Inc.
Ho Ho Chinese Restaurant	06/06/90	Ho Ho Chinese Restaurant
Island Club at Corkscrew Woodlands	01/11/96	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 2	03/11/96	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 3	03/28/97	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 4	02/06/98	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 5	12/08/98	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 6	03/13/01	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 7	03/13/01	David F. Davis & Howell F. Davis, Trustees, et al.
Island Club at Corkscrew Woodlands, Phase 8	06/20/01	David F. Davis & Howell F. Davis, Trustees, et al.
Island Park	03/06/72	Island Park Corporation
Island Park	11/24/80	Island Park Corporation
Island Park Road	03/10/81	Royal Homes, Inc.
Island Park Villages	04/01/84	First Communities of Fort Myers
Island Park Villages, Phase 5	04/04/88	First Communities of Fort Myers
Island Park Villages, Phases 3, 6 & 7	06/12/98	Walter L. Johnson
Island Park Woodlands	11/24/80	Island Park Corporation
Island Park Woods	10/06/83	Jassey-Murphy Development Co.
The Islands at Three Oaks	07/12/93	Southwest Florida Capital Corporation
Jock Lee Restaurant	05/21/86	Jock Lee
Jurek Professional Center	08/13/90	David F. Cunningham
Kingdom Hall of Jehovah's Witnesses	12/29/92	Kingdom Hall of Jehovah's Witnesses
Koreshan Business Park	04/21/98	W. Kirk Beck & Ernest W. Weathers, Trustees
Koreshan Historical Site & Trailer Park	10/03/89	Florida Department of Natural Resources
Koreshan Park	04/01/02	Life Care Health Resources
Lake San Carlos	11/18/81	Betty Gillespie & Dave Davis, Trustees
The Lakes	01/10/97	Southwest Florida Capital Corporation
The Lakes at Estero	09/17/01	Grace Condaris
Lakeside Vista	07/19/84	Bralew Homes, Inc.
Lamb of God Lutheran Church (Andre's Steaks)	06/11/90	Lamb of God Lutheran Church
Lamb of God Lutheran Church	05/24/89	Lamb of God Lutheran Church
Lee County Hockey Arena (TECO Arena)	12/23/97	KTB Florida Sports Arena Limited Partnership
Lee County Library (South County Library)	07/06/94	Lee County Board of County Commissioners
Lee County Library Park Division (SCP Pool)	03/23/89	Lee County Board of County Commissioners
Mainline Industrial Park	07/31/89	Patrick J. Hayes, D.K. Corbett, Thomas J. Wiley, Jr., M.D.
Mariner's Cove	10/13/87	Carl A. Kreager & Donald V. Whipp, Jr., d/b/a Mariner's Cove MHP
Matanzas Road, Phase I	01/25/84	Coastland Corporation

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Matanzas Road, Phase II	05/15/83	Coastland Corporation
Matanzas Road, Phase III	08/18/83	Coastland Corporation
Matanzas Road, Phase IV	09/30/83	Coastland Corporation
Matanzas Road, Phase V	02/27/84	Coastland Corporation
Matanzas Road, Phase VI	09/14/84	Coastland Corporation
Matanzas Road, Phase VII	01/23/85	Coastland Corporation
Matanzas Road WM Extension	10/01/02	St. Charles Homes, Inc.
McDonald's	09/27/88	Alan C. Freeman
Miller Brands South	10/18/89	Miller Brands of the Gulf Coast, Inc.
Miromar Factory Outlets	06/03/96	Miromar Development, Inc.
Miromar Lakes	06/23/00	Miromar Lakes, LLC
Mullock Creek (Tamiari Square)	10/03/89	Tamiari Trail Partnership
Naples Federal Savings & Loan	05/05/80	Naples Federal Savings & Loan
New University Pyramid Village	03/06/98	New University Pyramid Village Corp. & Homeowners Association
Newport Glen	09/29/83	Newport Glen Enterprises, Inc.
Ohio Boulevard Extension (Winged Foot Drive)	11/05/82	Coastland Corporation
Ortolo Road WM Extension	10/11/93	Betty Page
Orlando Road WM Extension	04/02/84	Nell J. Harrington
Osprey Village Boulevard	07/21/93	NationsBank of Florida, NA, Trustee; et al.
Our Lady of Light Catholic Church	11/02/92	John J. Nevins, as Bishop of Diocese of Venice
Palmetto Road WM Extension	05/12/97	Ursula S. Elwood
Park Ridge	05/15/89	H.W. Marsh & James R. Chitwood
Passamondi Building	12/16/02	Mike A. Passamondi
Pelican Sound	01/07/98	WCI Communities Limited Partnership
Pelican Sound, Phase 2 (Hammock Greens)	03/30/98	WCI Communities Limited Partnership
Pelican Sound Sales Trailer	09/09/96	WCI Communities Limited Partnership
PIK 'N Run at Alico Road	02/12/98	PIK 'N Run #7, Inc.
PIK 'N Run at Corkscrew Road	10/07/98	PIK 'N Run d/b/a PIK 'N Run #11
Pine Glen	09/27/98	Southwest Florida Capital Corporation
Pine Glen, Phase 2	01/15/93	Southwest Florida Capital Corporation
Pine Run	12/31/86	Southwest Florida Capital Corporation
Pinewoods Elementary School	12/14/93	School Board of Lee County
Pittsburgh Boulevard WM Extension	05/08/90	Angela Pruitt
Plaza de Manana	05/09/80	Big C Corporation
Plaza del Sol	05/30/02	Sol Property Development
Port San Carlos	11/14/88	Douglas E. & Janet C. Garton
Quarterdeck Cove	10/11/83	Howard Meredith, Mary E. Swartz, et al.
Quince Road WM Extension	08/08/95	M.C. Zinser & Joey Reyes

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Quince Road WM Extension	02/20/90	Eugene Abernathy
Riverwoods Plantation RV Park (Sewer System)	03/01/93	Riverwoods Community Association, Inc.
Riverwoods Plantation RV Park (Water System)	07/13/82	Seven Winds, Inc.
Rockefeller Circle	04/17/84	Edward C. Daniels, Jr.
Rockery Pointe	03/01/00	Keystone Custom Homes
Royal Woods	03/10/81	Royal Homes, Inc.
St. Joseph's Episcopal Church	06/16/89	St. Joseph's Episcopal Church
San Carlos Center (Winn-Dixie)	04/21/97	Southwest Florida Building Group, Inc.
San Carlos Commerce Center (Tamiame Square)	10/03/89	Tamiame Trail Partnership
San Carlos Park Community Center (Karl Drews)	09/19/80	Lee County Board of County Commissioners
San Carlos Park Fire Station No. 3	09/12/02	San Carlos Fire District
San Carlos Park WM Ext (Quince & Rosewood)	01/17/81	Louis F. Sisson III
San Carlos Springs	02/27/84	Florida Suncoast Trading Corp.
San Carlos Villas	08/01/80	Coastland Corporation
San Carlos Woods	07/08/85	Coastland Corporation
7-Eleven Convenience Store	10/08/97	Frank Place Associates
Shadow Wood Preserve	04/01/02	Long Bay Partners LLC
Shady Acres RV Park	08/24/94	Ed & Marie Keohane
Shady Acres Travel Park	09/07/94	Perrine Enterprises
Shannon Pines	01/07/94	W. Kirk Beck & Lawrence W. Cook
The Shoppes at Grande Oak	05/30/01	Regency Centers
Signs In One Day	11/25/97	William J. Richards
Somerset/Terraverve Phase I	11/15/85	Somerset Development Corporation
South Estero Commercial Center	05/22/97	Steve Hithersay, Trustee
Southpark Woods	02/19/88	ReLux Corporation
Spring Ridge	12/05/88	Patrick T. Daltroff, Trustee
Springs of San Carlos, Bldgs 9 & 11	07/22/92	Colleen Strength as Trustee of D.C. Kelly Land Trust
Stoneybrook	05/26/98	U.S. Home Corporation & Corkscrew Properties, Ltd.
Sunny Grove Mobile Home Park	08/31/87	Sunny Grove Park, Inc.
Superamerica Store #1011 (Shell Gas Station)	10/27/86	Superamerica of Florida, Inc.
Superior Marine WM Extension	07/10/00	John J. Evans, Jr.
Tahiti Mobile Home Village	09/26/86	Tahiti Mobile Village, Inc.
Temple Citrus Groves	04/25/95	John A. Pulling
Terraverve Phases II & III	03/25/85	Somerset Development Corporation
Terraverve Phases IV, V & V-C	05/25/89	Somerset Development Corporation
Terraverve Phases 5-D, 5-E & 5-F	10/11/00	Terra Verde Country Club Development
Three Oaks Community Park	01/20/93	Lee County Board of County Commissioners

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
Three Oaks Elementary School	04/19/88	School Board of Lee County
Three Oaks Middle School	06/23/92	School Board of Lee County
Three Oaks Town Center	09/25/92	Alan C. Freeman, Trustee
Tidewater Island	05/13/91	Lynne C. Taylor & William A. Taylor, Co-Trustees
Timber Lake at Three Oaks	11/28/01	Continental Homes
Tincher Concrete	07/28/93	Tincher Concrete Construction
Tivoli & St. Moritz at Miramar Lakes	10/10/01	Pulte Home Corporation
Tuffy's Lube Store	05/13/99	Three A, LLC
Unit 13, Oriole Road	12/14/84	Coastland Corporation
Unit 13, Phases I & II - SCP	12/23/85	Coastland Corporation
Unit 13, Phase III - SCP	12/18/87	Coastland Corporation
Unit 15	09/01/79	Coastland Corporation
Unit 16, Phase I	04/17/86	Caloosa Group, Inc.
Unit 16, Phase II	05/05/87	Caloosa Group, Inc.
Unit 16, Phase III	05/23/89	Caloosa Group, Inc.
Unit 16, Phase V	08/10/87	Caloosa Group, Inc.
Unit 16, Phase V-A	04/17/86	Caloosa Group, Inc.
Unit 16, Phases VI & VII	10/05/88	Caloosa Group, Inc.
Unit 16, Phase VIII	04/17/86	Caloosa Group, Inc.
Unit 16, Phase IX	11/20/88	Caloosa Group, Inc.
Unit 16, Phase XIV	04/17/86	Caloosa Group, Inc.
Unit 16, Phase XVI	04/17/86	Caloosa Group, Inc.
U.S. 41, Alcoa to Constitution Blvd (Alcoa Trust)	05/29/86	Ronald C. Francisco
Valencia at Miramar Beach and Golf Club	05/22/01	Centex Homes
Victory Church	01/21/03	Victory Church
Villages at Country Creek	04/21/87	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Phase II-A	01/26/90	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Phase II-B3	04/21/87	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Rivers Reach Ph 3	04/15/94	U.S. Home Corporation
Villages at Country Creek, Phase 4-A	04/15/94	C.S. Townhome & U.S. Home Corporation
Villages at Country Creek, Phase 4-D1 & 4-D2	04/15/94	U.S. Home Corporation
Villages at Country Creek, Phase 4-D3	04/21/87	Weiner Homes Corporation of Florida & Park Groves Partnership
Villages at Country Creek, Phase 4-E1	04/21/94	C.S. Townhome & U.S. Home Corporation
Villages at Country Creek, Phase 4-E3	04/15/94	U.S. Home Corporation
Villages at Country Creek	09/05/89	U.S. Home Corporation
The Vines Country Club	12/12/84	Banyan Group, Inc.
The Vines Country Club Restroom Facilities	11/13/91	Vines Country Club, Inc.
The Vines Country Club	04/19/95	PHH Homequity Corporation

**Gulf Environmental Services, Inc.
Developer Agreements**

Development Name	Date of Agreement	Developer
The Vines Country Club, Southwind Village	05/21/98	Heritage/Naples Acquisition, Inc.
Walgreen's	02/02/95	Walgreen's
Waterway Bay (Island Park Woods Phase II)	04/07/88	Island Park Woods II Joint Venture
Wendy's Restaurant	01/29/87	Wendy's International
West Bay Club	06/01/98	West Bay Club Development Corporation
West Carnegie Circle WM Extension	06/02/87	Ramco Construction & Development
Wildcat Run	10/09/87	Wildcat Run Development Corp.
Winn-Dixie Shopping Center (Old Winn-Dixie)	06/12/79	Woodford H. May, Trustee
Wisteria Road WM Extension	01/24/83	Brooks, Inc.
Woodbriar	05/09/86	Carl N. Fisk
Woodsmoke Campgrounds	10/18/74	Woodsmoke Recreational Enterprises
Grank Oak East	06/11/03	Florida Development Partners

SCHEDULE "2"

Gulf Environmental Services, Inc. Other Contracts To Be Assumed

Agreement for Temporary Sewer Service

Albertson's Supermarket & Retail Center	Bonita Springs Utilities
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San Carlos Water Main Project	Johnson Engineering, Inc.

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Vines Country Club	Effluent Reuse Agreement
Villages at Country Creek	Effluent Reuse Agreement
West Bay Club	Effluent Reuse Agreement

FCC Radio Station License

Radio Station License	Covers Corkscrew & San Carlos WTPs
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Fire Hydrant Maintenance Agreements Districts

Estero & San Carlos Fire Rescue

Florida Department of Transportation

Utility Master Agreement	Utility relocations in FDOT right-of-ways
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Interconnect Agreement

Water Main Interconnect, US 41 & Williams	Bonita Springs Utilities
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Lift Station Lease

Estero Fire Station No. 3 Lift Station

Estero Fire Rescue District

Line Locates

Sunshine Station One-Call

Membership Agreement

MiscellaneousFlorida Gulf Coast University
contract

Water & sewer mains construction

Three Oaks Master Association

Property fee for Three Oaks WWTP

Odor Control Equipment

Three Oaks WWTP

Vulcan Peroxidation Systems, Inc.

Railroad Crossing License Agreements

Baker FM License Agreement

Seminole Gulf Railway: Milepost 1.3

Broadway Road WM License Agreement

Seminole Gulf Railway: Milepost

979.66

Constitution Circle WM License Agreement

Seminole Gulf Railway: Milepost

976.91

Corkscrew Road FM License Agreement

Seminole Gulf Railway: Milepost

980.65

Corkscrew Road FM/Reuse Main License

Seminole Gulf Railway: Milepost

980.68

Agreement

Corkscrew Road WM License Agreement

Seminole Gulf Railway: Milepost

980.68

Koreschan Boulevard FM License Agreement

Seminole Gulf Railway: Milepost

979.28

San Carlos Boulevard FM License Agreement

Seminole Gulf Railway: Milepost

976.79

San Carlos Boulevard WM License Agreement

Seminole Gulf Railway: Milepost

977.97

Refundable Advance (Rebate) Agreements

Alico Road 8" Force Main Extension

William B. Van Meter

Ben Hill Griffin Parkway 16" Water Main

SCP Fire District

Corkscrew Road Force Main

Corkscrew Village Partners, Ltd.

Koreschan Boulevard Water Main Extension

Rookery Pointe, LC

Matanzas Road Water Main Extension

St. Charles Homes, Inc.

Oriole/Aloha Roads Water Main Extension

Pik 'N Run #7, Inc.

Plantation Drive Water Main Extension

Russell Scott Klare

Rockefeller Circle Water Main Extension

John J. Evans, Jr.

South Estero Commercial Center

Steve Hithersay, Trustee

U.S. 41 Force Main Extension

Cove/Macommas Joint Venture #1

U.S. 41 Water Main Extension

W. Kirk Beck & Ernest W. Weathers

U.S. 41/Williams Road FM Extension

West Bay Club Development Corp.

U.S. 41/Williams Road Reuse Main Ext.

West Bay Club Development Corp.

Williams Road Water Main Extension

West Bay Club Development Corp.

Service Area Exchange Agreements

West Bay Club/The Brooks Exchange
LBP/O'Donnell Properties

Bonita Springs Utilities
Bonita Springs Utilities

Sludge Hauling Agreement

Three Oaks/San Carlos WWTPs

American Water Services

Administrative Office Lease

Edward J. McBride Charitable Residual
Trust