Division of Corpo

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### Florida Department of State

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#### DISSOLUTION

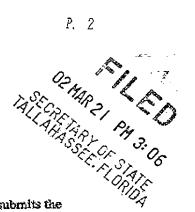
EVERGREEN MANAGEMENT SERVICES, INC.

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#### ARTICLE OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Article of Dissolution for the purpose of dissolving the corporation:

- The name of the corporation is EVERGREEN MANAGEMENT SERVICES, INC.
- The date dissolution was authorized: March 15, 2002 2.
- Dissolution was approved by the shareholders. The number of votes east for Э, dissolution was sufficient for approval.
- A statement of intent to dissolve the corporation is hereby attached.

Dated: 3/4/02-

EVERGREEN MANAGEMENT SERVICES, INC.

THOMAS R. CREENAN, Secretary

STATE OF Florda of

BEFORE ME, the undersigned authority, personally appeared, JOHN F. FERGUSON, President and THOMAS R. CREENAN, Secretary who are to me well known to be the persons described in and who subscribed the above articles of dissolution, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and produced their Florida drivers' licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at ft. Laudociale in said County and State, this 4 day of March 2002.

Notary Public

My Commission Expir

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#### STATEMENT OF INTENT TO DISSOLVE

#### EVERGREEN MANAGEMENT SERVICES, INC.

#### BY WRITTEN CONSENT OF ALL THE SHAREHOLDERS

Pursuant to the provisions of Chapter 90-179, Section 76 and 77, respectively of the Florida General Corporation Act, as amended during the 11th Legislature, Second Regular Session (1990), the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

- The name of the corporation is EVERGREEN MANAGEMENT SERVICES, INC.
- All of the shareholders of the corporation hereby authorize the dissolution of the corporation as evidence by the signature of all the shareholders set forth below.
- 3. The date of the meeting of the shareholders at which this resolution to dissolve EVERGREEN MANAGEMENT SERVICES, INC. was 3/+//02
- 4. The votes cast for dissolution of the corporation, being all of the shareholders of EVERGREEN MANAGEMENT SERVICES, INC. was sufficient for approval of the resolution dissolving this corporation, a copy of which is attached hereto as Exhibit "A".
- 5. The number of shares of the corporation outstanding at the time of such adoption was Two Hundred (200); number of shares entitled to vote thereon was Two Hundred (200) shares of the common stock of EVERGREEN MANAGEMENT SERVICES, INC. There are no other classes of stock authorized or outstanding.
- 6. The number of shares who votes for such resolution was two hundred (200). The number of shares who voted against such resolution was zero.

**SHAREHOLDERS**:

Thom Re nee

EVERGREEN MANAGEMENT SERVICES, INC.

Secretary

Potent: 3- 4-02

President

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## MINUTES OF THE SPECIAL MEETING OF BOARD OF DIRECTORS OF EVERGREEN MANAGEMENT SERVICES, INC.

The following Directors were present:

 Director
 No. of Shares

 John F. Ferguson
 100

 Thomas R. Creenan
 100

The President reported that the corporation having no further activity or business interest in Florida and whereas all of the assets of the corporation have been used to pay obligations of the corporation and whereas there are no assets of the corporation or liabilities related thereto. Then the President made a resolution, duly seconded to dissolve the corporation and hereby direct and authorize the corporation's attorney to prepare necessary documents for the dissolution of the corporation.

made, seconded and unanimously carried, the meeting was adjourned.

Dated this 4 day of Mach, 100 cl.

TOWN F. FERGUSON

THOMAS R. CREENAN

No 3000061801

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#### minutes of the special meeting of shareholders of evergreen management services, inc.

A Special Meeting of the Sharcholders of EVERGREEN MANAGEMENT SERVICES, INC., was held at 12201 NW 35th Street, Corel Springs, Florida on the 4 day 2002 at 10:00 A.M.

The following Shareholders were present:

JOHN F. FERGUSON and THOMAS R. CREENAN

The President reported that the corporation having no further activity or business interest in Florida and whereas all of the assets of the corporation have been used to pay obligations of the corporation and whereas there are no assets of the corporation or liabilities related thereto. Then the President made a resolution, duly seconded to dissolve the corporation and hereby direct and authorize the corporation's attorney to prepare necessary documents for the dissolution of the corporation.

The President further acknowledges that after review and discursion of any pending matters including but not limited to the

it was moved by the President and duly seconded that no rotion be taken against there being no direct cost benefit to the corporation.

There being no further business appearing to the members of the board, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated this 4 day of MOLO 2002.

IOHN F. FERGUSON

THOMAS R. CREENAN

HOMAS R. C.

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