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**DISSOLUTION**

**EVERGREEN MANAGEMENT SERVICES, INC.**

Certificate of Status	0
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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:

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

Dated: 3/4/02

EVERGREEN MANAGEMENT SERVICES, INC.

BY:

John F. Ferguson  
JOHN F. FERGUSON, President

Thomas R. Creenan  
THOMAS R. CREENAN, Secretary

STATE OF Florida  
COUNTY OF Broward

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. Lauderdale in said County and State, this 4 day of March 2002.

Sarah Hall  
Notary Public

My Commission Expires



Sarah S. Hall  
Commission # CC 988499  
Expires Jan. 30, 2003  
Bonded Third  
Atlantic Bonding Co., Inc.

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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:

1. The name of the corporation is EVERGREEN MANAGEMENT SERVICES, INC.
2. 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 3/4/02
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:

[Signature]  
Thomas R. Lee

EVERGREEN MANAGEMENT SERVICES, INC.

[Signature]  
Secretary  
Dated: 3-4-02

By: [Signature] President

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

A Special Meeting of the Board of Directors of EVERGREEN MANAGEMENT SERVICES, INC. was held at 12201 NW 35<sup>th</sup> Street, Coral Springs, Florida on the 4 day of March 2002 at 10:00 A.M.

The following Directors were present:

<u>Director</u>	<u>No. of Shares</u>
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.

~~The President further acknowledges that after review and discussion of any pending matters including but not limited to the \_\_\_\_\_ it was moved by the President and duly seconded that no action 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 March, 2002

JOHN F. FERGUSON

THOMAS R. CREENAN

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MINUTES OF THE SPECIAL  
MEETING OF SHAREHOLDERS  
OF EVERGREEN MANAGEMENT SERVICES, INC.

A Special Meeting of the Shareholders of EVERGREEN MANAGEMENT SERVICES, INC., was held at 12201 NW 35<sup>th</sup> Street, Coral Springs, Florida on the 4 day March 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 discussion of any pending matters including but not limited to the \_\_\_\_\_ it was moved by the President and duly seconded that no action 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 March 2002.

  
JOHN F. FERGUSON

  
THOMAS R. CREENAN

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