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From: JOHNSON, POPE, LLP

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## DISSOLUTION OR WITHDRAWAL

**RICK MATTHEWS PROPERTIES CORP.**

Certificate of Status	1
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ARTICLES OF DISSOLUTION  
OF  
RICK MATTHEWS PROPERTIES CORP.

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TALLAHASSEE, FLORIDA

The undersigned, as President of RICK MATTHEWS PROPERTIES CORP., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: RICK MATTHEWS PROPERTIES CORP.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of RICK MATTHEWS PROPERTIES CORP. have been paid or discharged or adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of RICK MATTHEWS PROPERTIES CORP. will be distributed to its Sole Stockholder in accordance with his rights and interest after such assets were used to satisfy the liabilities and obligations of RICK MATTHEWS PROPERTIES CORP.
4. Pending Action: There are no actions pending against RICK MATTHEWS PROPERTIES CORP. in any court.
5. Stockholder Action: Attached hereto is an executed Written Consent by Sole Stockholder and Director of RICK MATTHEWS PROPERTIES CORP. to dissolve the Corporation. The dissolution was approved by the Sole Stockholder, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 10 day of January, 2008, and shall be effective as of the filing date.

The undersigned has executed these Articles of Dissolution on the 10 day of January, 2008.

RICK MATTHEWS PROPERTIES CORP.,  
a Florida corporation

By: \_\_\_\_\_

  
J. Michael McKenny, President

Prepared By:  
Michael G. Little, Esquire  
Johnson, Pope, Bokor,  
Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, Florida 33768  
Att. No. 0961677  
(727) 461-1818

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WRITTEN CONSENT BY  
SOLE STOCKHOLDER AND DIRECTOR  
OF  
RICK MATTHEWS PROPERTIES CORP.

The Sole Stockholder and Director of RICK MATTHEWS PROPERTIES CORP., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby agree, consent to, adopt and order the following corporate actions:

1. The undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The Sole Stockholder and Director of the corporation has approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the Sole Stockholder and Director:

RESOLVED, that the following plan of complete liquidation of the Corporation in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The Officers and Sole Director are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the Officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the Sole Stockholder of the Corporation upon cancellation of the shares owned by such Stockholder.

The Officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if she deems such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Sole Stockholder, and cancel her shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

If a reserve is established for claims against the Corporation, the Officers shall arrange for the distribution of any unused balance of the reserve to the Sole Stockholder as soon as practicable.

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The actions of the Officers and Director of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the Corporation.

The actions contained herein were approved on the 10 day of January, 2008.

The undersigned does hereby give his written consent to the foregoing actions.

SOLE STOCKHOLDER AND DIRECTOR:

  
J. MICHAEL MCKENNY

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**PLAN OF DISSOLUTION AND LIQUIDATION  
OF  
RICK MATTHEWS PROPERTIES CORP.**

This Plan of Dissolution and Liquidation (the "Plan") is intended to effectuate the complete voluntary dissolution and liquidation of RICK MATTHEWS PROPERTIES CORP., a Florida corporation (the "Corporation"), in accordance with Section 607.1403 of the Florida Business Corporation Act in substantially the following manner:

1. This Plan was adopted by the affirmative vote of the sole stockholder, which is sufficient for approval, of the outstanding shares of the Corporation's Common Stock, entitled to vote thereon, at a Special Meeting of Stockholders that was held on January 10, 2008 (the "Effective Date").

2. After the Effective Date, the Corporation and its proper officers shall proceed to complete the following actions as promptly as they deem advisable:

(a) The Corporation shall sell, exchange, lease or otherwise dispose of any assets, other than cash, of the Corporation to any person or persons to the extent that such transaction can be accomplished for consideration and upon terms and conditions deemed by the Board of Directors to be in the best interests of the Corporation and its stockholders. The Corporation shall collect or make provision for the collection of accounts receivable, debts and claims owing to it.

(b) Subject to the payment of or the making of other provision for the debts, expenses, taxes and other liabilities of the Corporation, including contingent liabilities, all of the assets of the Corporation shall be distributed pro rata to its stockholders in one or a series of distributions, at any time or from time to time, in cash or in kind, and in any manner that the Board of Directors, in its discretion, may determine.

(c) The Board of Directors of the Corporation may provide for one or more liquidating trustees for the benefit of the Corporation's stockholders, to authorize the execution and delivery on their behalf of a liquidating trust agreement, and to transfer to such trustees (i) any assets the retention of which may be advisable to meet unascertained or contingent liabilities or expenses, and (ii) any assets held on behalf of stockholders who cannot be located.

(d) The Corporation shall (i) pay and discharge or make adequate provision for the payment and discharge of all debts, expenses, taxes and liabilities of the Corporation, (ii) withdraw from all jurisdictions in which the Corporation is qualified to do business, (iii) wind up its business and affairs, and (iv) complete the formal dissolution of the Corporation under the Florida Business Corporation Act.

3. Implementation of this Plan shall be under the direction of the Board of Directors of the Corporation, which shall have full authority to carry out the provisions of this Plan or such other actions it deems appropriate without further stockholder action.

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4. Notwithstanding authorization of consent to this Plan by the Corporation's stockholders, the Board of Directors may abandon the proposed dissolution without further stockholder action if such action is deemed to be in the best interests of the Corporation.

5. It is intended that the implementation of this Plan be completed within one year after the Effective Date.

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