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November 5, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

PHG-Gardens, Inc.

RECEIVED
 NOV - 5 AM 10:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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 NOV - 5 AM 9:52
 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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C. Coulllette NOV 05 2001

ARTICLES OF DISSOLUTION

OF

PHG-GARDENS, INC.

FILED
2001 NOV - 5 AM 10: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1401 of the Florida Business Corporation Act, PHG-GARDENS, INC., a Florida corporation (the "Corporation") submits the following articles of dissolution:

ARTICLE I

The name of the Corporation is PHG-Gardens, Inc. The Corporation's Articles of Incorporation were filed on January 30, 2001 with the Florida Department of State.

ARTICLE II

All debts, obligations and liabilities of the Corporation have been paid or discharged, or adequate provision has been made therefor.

ARTICLE III

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

ARTICLE IV

There are no actions pending against the Corporation in any Court, or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.

ARTICLE V

The dissolution of the Corporation was unanimously approved and authorized by the Board of Directors and all of the shareholders of the Corporation on October 21st, 2001. The number of votes cast in favor of dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 24th day of October, 2001.

PHG-GARDENS, INC.

By 

Michael D. Wohl, President