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From:

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Account Number : F19990000170
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DISSOLUTION

G. C. HERRICK & ASSOCIATES, INC.

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August 9, 2005

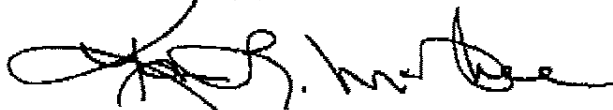
Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

Re: Articles of Dissolution of G. C. Herrick & Associates, Inc.

Ladies and Gentlemen:

With reference to the above company, enclosed please find Articles of Dissolution for filing. Kindly fax to the undersigned proof of filing same. Thank you.

Very truly yours,



Karen L. McGhee, CP
Certified Paralegal
/klm
Enclosure

H05000190355

**ARTICLES OF DISSOLUTION
OF
G. C. HERRICK & ASSOCIATES, INC.**

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DIVISION OF CORPORATIONS
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Pursuant to Section 607.1403 of the Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

ARTICLE I

The name of the corporation is G. C. HERRICK & ASSOCIATES, INC.

ARTICLE II

The following resolution to dissolve the corporation was unanimously adopted by the written consent of the shareholders on August 8, 2005, with this unanimous approval being a sufficient number of votes cast for approval:

WHEREAS, at a meeting of the Board of Directors of G. C. HERRICK & ASSOCIATES, INC., held on the 8th day of August, 2005, the Board of Directors adopted the following resolution recommending that the corporation be dissolved and that the question of dissolution be submitted to the shareholders of the corporation; and

RESOLVED, that the corporation shall be dissolved within 30 days of the date hereof in accordance with the following plan of liquidation:

PLAN OF LIQUIDATION

1. The following plan of liquidation is hereby adopted for the assembling and marshaling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the portioning of the remaining assets among the shareholders according to their respective interests.

2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made therefor.

3. The officers of the corporation are hereby authorized to sell any or all of those assets on the terms and conditions, and for such consideration, that the officers deem reasonable or expedient, and to execute such instruments that are necessary to transfer title to such assets.

4. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation are authorized and directed to distribute the remaining assets of the corporation to the shareholders of record in the following manner:

(a) With respect to any cash, by distributing to each such shareholder of record a proportion of such cash equal to the proportion that the shares owned by such shareholder bears to the total issued and outstanding shares of this corporation; and

(b) With respect to assets other than cash, by distributing to each shareholder of record an undivided interest in each of such assets equal to the proportion that the shares of this corporation owned by such shareholder bears to the total issued and outstanding shares of this corporation.

5. The distribution of the assets shall be made to the shareholders of this corporation on or before September 30, 2005, on the following conditions:

(a) That on demand made by the Board of Directors, each shareholder shall surrender, for cancellation, the certificate or certificates evidencing his or her ownership of capital stock in this corporation; and

(b) That such distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of this corporation.

6. That the officers of this corporation are hereby authorized to do such acts and to take such steps as may be necessary or convenient to carry out this plan of liquidation including, but not limited to, the execution of such instruments as may be required to vest title to the assets of this corporation in the shareholders.

DATED: The 8th of August, 2005.

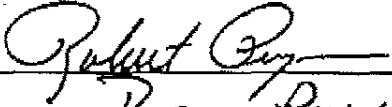
G. C. HERRICK & ASSOCIATES, INC., a
Florida corporation

By: Michael McKinley
MICHAEL McKINLEY, Personal
Representative of the Estate of George
Curtis Herrick, President

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 8 day of August, 2005, by MICHAEL MCKINLEY, Personal Representative of the Estate of George Curtis Herrick, President of G. C. HERRICK & ASSOCIATES, INC., a Florida corporation, on behalf of the corporation, who [] is personally known to me or [] has produced _____ as identification.



[Printed Name] ROBERT PRYOR
Notary Public, State of Florida

My Commission expires:

[Notarial Seal]



Robert L. Pryor
My Commission DD255842
Expires October 05, 2007