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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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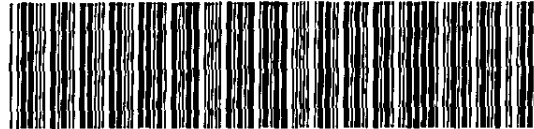
(Business Entity Name)

(Document Number)

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05/09/05--01024--014 \*\*25.00

*diss.*

C. Coulllette MAY 16 2005

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**BOOTH AND COOK, P.A.**  
ATTORNEYS AT LAW

STEPHEN C. BOOTH  
J. HARRIS COOK

\*\*\*\*\*

Ridgewood Executive Center  
7510 Ridge Road  
Port Richey, Florida 34668  
Telephone: 727/842-9105  
Fax: 727/848-7601

May 6, 2005

Florida Dept. of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Professional Drywall of Pasco, Inc.

To Whom It May Concern:

Enclosed herein please find the following:

1. Articles of Dissolution.
2. Unanimous Consent of Shareholders dated May 6, 2005.
3. Check in the amount of \$35.00 to cover the filing fee.

I would request that you please return the enclosed copy of Articles to me indicating the date of filing.

With kindest regards, I am,

Sincerely yours,

  
J. HARRIS COOK

JHC/rb  
Enclosures

**ARTICLES OF DISSOLUTION**  
**OF**  
**PROFESSIONAL DRYWALL OF PASCO, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ARTICLE I.*

The name of the corporation to be dissolved is **PROFESSIONAL DRYWALL OF PASCO, INC.**

*ARTICLE II.*

The date of issuance of the Certificate of Incorporation of Professional Drywall of Pasco, Inc. was April 3, 2003.

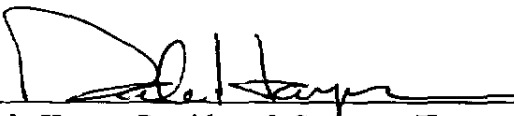
*ARTICLE III.*

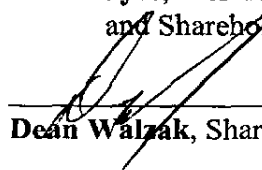
100% of the shareholders of **PROFESSIONAL DRYWALL OF PASCO, INC.** have given their written consent to the dissolution of the **PROFESSIONAL DRYWALL OF PASCO, INC..**

*ARTICLE IV.*

The authorized date of the dissolution is upon filing of the Articles of Dissolution by the Florida Department of State.

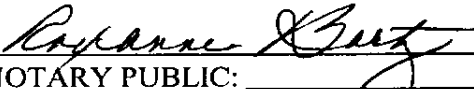
IN WITNESS WHEREOF, the undersigned, representing all of the shareholders of **PROFESSIONAL DRYWALL OF PASCO, INC.** have set their hands and seals this 6th day of May, 2005, at Port Richey, Florida.

 (SEAL)  
**Dale Hayes, President & Secretary/Treasurer**  
**and Shareholder**

 (SEAL)  
**Dean Walzak, Shareholder**

STATE OF FLORIDA  
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, Dale Hayes, as President & Secretary/Treasurer, who is personally known to me, and Dean Walzak, who produced his Florida Drivers License as identification, representing all of the shareholders of **Professional Drywall of Pasco, Inc., a Florida Corporation**, and they acknowledged before me that they executed the foregoing Articles of Dissolution for the reasons therein expressed, this 6<sup>th</sup> day of May, 2005.

  
NOTARY PUBLIC: \_\_\_\_\_  
(Print, type or stamp name of Notary)  
(Commission Number and Expiration Date)



PREPARED BY:  
J. HARRIS COOK, Esquire  
Florida Bar Number 133564  
Booth & Cook, P.A.  
7510 Ridge Road  
Port Richey, Florida 34668  
Telephone: (727) 842-9105

### UNANIMOUS CONSENT OF SHAREHOLDERS

The undersigned shareholders of **PROFESSIONAL DRYWALL OF PASCO, INC., a Florida Corporation**, constituting all of the holders of record of all of the issued and outstanding shares of the corporation, waive prior notice of the shareholders' action taken without a meeting and without a vote and do unanimously approve and consent to the action as set forth below:

1. That the corporation shall be dissolved and the officers and directors are directed to take whatever action is necessary to dissolve the corporation.
2. That the corporation shall cease to carry on its business, except insofar as may be necessary to wind up the affairs of the corporation.
3. That the corporation shall collect its assets, convey and dispose of such of its properties not distributed in kind to its shareholders, and pay or discharge its liabilities and obligations, or make adequate provision for payment and discharge thereof, and to do all other acts required to liquidate the business and affairs of **PROFESSIONAL DRYWALL OF PASCO, INC.** in accordance with Florida Statutes 607.1406(10).
4. That the corporation sell its assets for cash.
5. That the corporation shall distribute the remainder of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests after the period of time for filing claims or suits against the corporation in accordance with Florida Statutes.
6. That, after the above has been complied with, Articles of Dissolution of **PROFESSIONAL DRYWALL OF PASCO, INC.**, shall be filed with the State of Florida dissolving the corporation immediately.
7. That losses on purchase of stock shall be treated as a 1244 election item.

The signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolutions.

Consent dated: May 6th, 2005.

  
DALE HAYES, Shareholder

  
DEAN WALZAK, Shareholder