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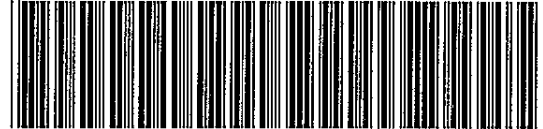
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*dis.*  
C. Goulette FEB 03 2006

Parrish, White & Lawhon, P.A.

ATTORNEYS AT LAW

ION D. PARRISH  
JOHN D. WHITE



ANTHONY M. LAWHON  
FLOYD S. YARNELL

January 27, 2006

**VIA PRIORITY MAIL**

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

**Re: Architects Edge, Inc. - Articles of Dissolution**

Dear Sir/Madam:

I have enclosed for filing the originals of the following documents:

1. Articles of Dissolution of Architects Edge, Inc.
2. Minutes of the Special Meeting of the Directors and Shareholders of Architects Edge, Inc.
3. Waiver of Notice of Special Meeting of the Directors and Shareholders of Architects Edge, Inc.

Also enclosed is our firm's check number 2787 in the amount of \$35.00, which represents the filing fee.

If you have any questions, or need any other documentation, please feel free to contact me.

Very truly yours,

PARRISH, WHITE & LAWHON, P.A.

A handwritten signature in cursive script, appearing to read "Carole Haller".

Carole Haller  
Paralegal for Anthony M. Lawhon

Enclosures

**ARTICLES OF DISSOLUTION OF ARCHITECTS EDGE, INC.**

- I. The name of this Corporation is Architects Edge, Inc., which was duly incorporated on September 29, 2003 by the State of Florida.
- II. The name, title and post office address of the officers of the Corporation are as follows:
- President: James D. Allen, Jr.  
267 Airport Road South  
Naples, Florida 34104
- Director: Robert W. Lord  
267 Airport Road South  
Naples, Florida 34104
- III. All debts, obligations and liabilities of this Corporation have been paid and discharged.
- IV. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.
- V. There are no actions pending against the Corporation.
- VI. The Corporation has elected to dissolve the Corporation pursuant to a special meeting of its directors and shareholders. A true copy of the minutes of the special meeting of the directors and shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached hereto and incorporated by reference as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the \_\_\_ day of January, 2006, in Collier County, Florida.

ARCHITECTS EDGE, INC.

By: *James D. Allen, Jr.*  
James D. Allen, Jr.  
President

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared James D. Allen, Jr., known to me, who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution of Architects Edge, Inc., on behalf of the Corporation.

(SEAL)



Suzanne E. Ruffini  
Commission #DD299659  
Expires: Mar 11, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

*Suzanne E. Ruffini*  
Notary Public

FILED  
2006 JAN 31 AM 9:04  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**MINUTES OF THE SPECIAL MEETING OF THE DIRECTORS  
AND SHAREHOLDERS OF ARCHITECTS EDGE, INC.**

A special meeting of the directors and shareholders of ARCHITECTS EDGE, INC., a Florida corporation, was held at the Corporate Office of Architects Edge, Inc., at 267 Airport Road South, Naples, Florida 34104 on January 25, 2006, at 10:00 A.M. pursuant to a waiver of notice attached hereto.

The following officer and director were present:

1. James D. Allen, Jr., President
2. Robert W. Lord, Director

being all of the directors and shareholders of the Corporation.

The following shareholders were present, in person or by proxy, same representing all of the authorized and issued shares of the Corporation:

1. James D. Allen, Jr.
2. Robert W. Lord

James D. Allen, Jr. acted as chairman and Robert W. Lord acted as secretary of the meeting. The chairman declared that all of the directors and shareholders were present, either in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the board of directors and shareholders of the Corporation:

WHEREAS, the shareholders and directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and 607.257 and 607.261 of the Florida Statutes.

2. The Corporation will distribute all its property and assets prior to one year from the date of adoption of this plan.

3. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made therefor.

4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

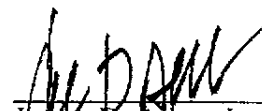
5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:


- (a) executing any and all instruments of conveyance;
- (b) paying all taxes and fees;
- (c) executing all documents required by law to be filed; and
- (d) doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interests in exchange for all their stock in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: January 25, 2006

  
James D. Allen, Jr., Chairman

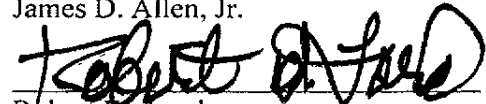
  
Robert W. Lord, Secretary

**WAIVER OF NOTICE OF SPECIAL MEETING OF THE  
DIRECTORS AND SHAREHOLDERS OF ARCHITECTS EDGE, INC.**

The undersigned, being all of the shareholders and duly elected officers and directors of ARCHITECTS EDGE, INC., a Florida corporation, do hereby waive any and all notice of the time, place and purposes of the special meeting of the board of Directors and Shareholders of said Corporation, and do hereby consent and agree that said meeting shall be held at 267 Airport Road South, Naples, Florida 34103 on January 25, 2006 at 10:00 A.M. and that there may be transacted at said meeting any and all business that may come before it.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this January 25, 2006.

  
\_\_\_\_\_  
James D. Allen, Jr.

  
\_\_\_\_\_  
Robert W. Lord