

P04000109147

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Account Number FCA000000017

Reference:
(Sub Account)

Date:

12/22/05

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (ext. 5261)

Corporation Name:

Calex Management Services, Inc.

Entity Number:

P04000109147

Authorization:

Kim Pullen

☒ Certified Copy *Articles of Dissolution*

☐ New Filings

☐ Plain Stamped Copy

☐ Fictitious Name

☒ Amendments

☒ Certificate of Status

☐ Annual Report

☐ Registration

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Client: 23271 Matter: 81317

Name: Deas Office: _____

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Client: D23271

Matter: 81317

Name: Deas

Office: _____

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF FLORIDA BUSINESS CORPORATION ACT
OF CALEX MANAGEMENT SERVICES, INC.**

Department of State
Tallahassee, Florida 32314

Date Incorporated: July 28, 2004
Document Number: P04000109147

Pursuant to the provisions of F.S. 607.1403 the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation is Calex Management Services, Inc.
2. The names and respective addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
Cynthia A. Lucas	President	Calex Realty Group, Inc. 3020 Hartley Road, Suite 200 Jacksonville, Florida 32257
Brian Davies	Vice President	Calex Realty Group, Inc. 3020 Hartley Road, Suite 200 Jacksonville, Florida 32257
Lisa Rusak	Secretary/Treasurer	Calex Realty Group, Inc. 3020 Hartley Road, Suite 200 Jacksonville, Florida 32257

3. The name and address of the sole director of the Corporation are as follows:
Cynthia A. Lucas
3020 Hartley Road, Suite 200
Jacksonville, Florida 32257
4. The dissolution was authorized on July 20, 2005.
5. The number of votes cast for dissolution was sufficient for approval.

CALEX MANAGEMENT SERVICES, INC.,
a Florida corporation

BY: 
Cynthia A. Lucas
As Its President

LAW OFFICE
WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204

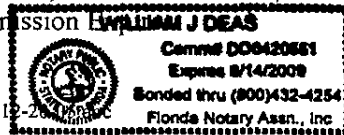
[ACKNOWLEDGMENT ON NEXT PAGE]

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of December, 2005, by CYNTHIA A. LUCAS as PRESIDENT of CALEX MANAGEMENT SERVICES, INC., a Florida corporation, on behalf of the Corporation, who is personally known to me (or who has produced _____ as identification).

Printed/Typed Name: _____
Notary Public; State Of Florida
My Commission Expires _____



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LAW OFFICE
WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204

MINUTES OF FIRST ANNUAL MEETING OF SHAREHOLDERS OF
CALEX MANAGEMENT SERVICES, INC.

The first annual meeting of shareholders of Calex Management Services, Inc., a Florida corporation (the "Corporation"), was held on July 21, 2005, at 2215 River Boulevard, Jacksonville, Florida 32204.

The meeting was called to order at 10:00 a.m. by Cynthia A. Lucas, the sole shareholder of the Corporation, who acted as Chairman of the meeting. William J. Deas, Esq., Attorney for the Corporation, served as Secretary of the meeting.

The Secretary called the roll of stockholders, and announced that Cynthia A. Lucas, as the sole shareholder of the Corporation, was present; and, accordingly, announced that a quorum for the transaction of business was present at the meeting.

The form of Waiver Of Notice, signed by Cynthia A. Lucas, the sole stockholder, was presented, and was ordered filed with the minutes of this meeting.

The Chairman then stated that the first item of business was the disposal of the minutes of the First Meeting Of The Incorporators of the Corporation which was held on July 28, 2004.

Thereupon it was, on motion duly made, seconded, and unanimously carried:

RESOLVED, that the reading of the minutes of the First Meeting Of The Incorporators of the Corporation of July 28, 2004, be dispensed with and such minutes are approved as written.

The Chairman then reviewed the activities of the Corporation for the past year, and, upon motion duly made, seconded, and carried, it was:

RESOLVED, that all acts of the Board Of Directors of the Corporation in the general conduct of the business of the Corporation during the year last past, are hereby ratified, approved, and adopted.

The Chairman then stated that the next items of business were the reports of officers and committees; and that, to the best of his knowledge there were no such reports to be given at this time;

The Chairman then stated that the next item of business was the determination of the number of directors to serve the Corporation for the ensuing year and the election of the directors. After some discussion, it was, on motion duly made, seconded, and unanimously carried:

RESOLVED that inspectors of election be dispensed with under the present circumstances.

After some discussion as to the number of directors, it was, on motion duly made, seconded,

and unanimously carried:

RESOLVED that the number of directors for the ensuing year remain at the present number of one (1).

The Chairman then asked for nominations for directors for the ensuing year. After an extensive discussion it was agreed that the sole existing director was willing to continue to serve for another year and that this was acceptable to the sole shareholder. Under the circumstances, the Chairman stated that the necessity for written ballots could be dispensed with; and, accordingly, it was, on motion duly made, seconded, and unanimously carried:

RESOLVED that the existing sole director be elected by acclamation for the ensuing year, namely Cynthia A. Lucas.


The Chairman then stated that the next item of business was unfinished business and that she was not aware of any unfinished business to come before this meeting.

The Chairman then stated that the next item of business was new business; and that, to the best of her knowledge, the following matters required attention:

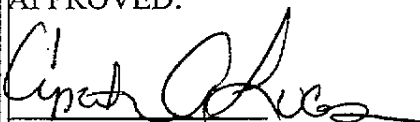
1. The designation of the time and place for the Organizational Meeting of the newly elected Board Of Directors of the Corporation, which meeting was scheduled immediately to follow this meeting.

There being no further business to come before the meeting, the same, on motion duly made, seconded, and unanimously carried, was adjourned at 10:15 a.m.

SUBMITTED:


William J. Deas
Secretary of the Meeting

APPROVED:


Cynthia A. Lucas
Chairman


LAW OFFICE
WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204

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WAIVER OF NOTICE AND CONSENT

I being the sole stockholder of Calnex Management Services, Inc., a Florida corporation (the "Corporation"), do hereby waive all notice of the Annual Meeting Of Stockholders of the Corporation, whether provided by statute or otherwise, and consent and agree that such meeting be held at 2215 River Boulevard, Jacksonville, Florida 32204, on July 21, 2005, at 10:00 o'clock a.m., and I consent to the transaction of any and all business that may come before the meeting.

Dated as of this 21st day of July, 2005.


Cynthia A. Lucas

**MINUTES OF FIRST ANNUAL MEETING OF THE BOARD OF DIRECTORS OF
CALEX MANAGEMENT SERVICES, INC.**

The first annual meeting of the Board Of Directors (the "Board") of Calnex Management Services, Inc., a Florida corporation (the "Corporation"), was held on July 21, 2005, at 10:15 o'clock a.m., at 2215 River Boulevard, Jacksonville, Florida 32204. Present and participating in the meeting was the sole Director of the Corporation, Cynthia A. Lucas.

Ms. Lucas acted as Chairman of the meeting and William J. Deas, Esq., attorney for the Corporation acted as Secretary of the meeting. The form of Waiver Of Notice signed by the sole Director was presented and was ordered filed with the minutes of this meeting.

The Chairman reviewed the activities of the Corporation for the past year and, upon motion duly made, seconded and carried, it was:

RESOLVED, that all acts of the officers of the Corporation in the general conduct of the business of the Corporation during the year last past are hereby ratified, approved and adopted.

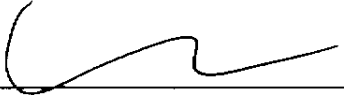
The Chairman then stated that the only other item to come before the meeting was the election of officers to serve for the ensuing year and, upon motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED, that the following shall serve as officers of the Corporation until the next annual meeting of the Board Of Directors, or until their successors shall be elected and shall qualify:

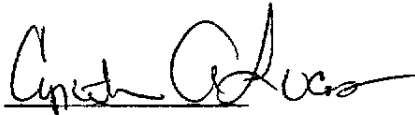
President	Cynthia A. Lucas
Vice President	Brian Davies
Secretary/Treasurer	Lisa Rusak

There being no further business to come before the meeting, the same, on motion duly made and seconded, adjourned.

SUBMITTED:


William J. Deas, Secretary

APPROVED:



Cynthia A. Lucas, Chairman

LAW OFFICE
WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204

WAIVER OF NOTICE AND CONSENT

The undersigned, being the sole Director of Calex Management Services, Inc, a Florida corporation (the "Corporation") does do hereby waive all notice of the First Annual Meeting Of the Board Of Directors of the Corporation, whether provided by statute or otherwise, and consent and agree that such meeting be held at 2215 River Boulevard, Jacksonville, Florida 32204 on the 21st day of July, 2005, and consents to the transaction of any and all business that may come before the meeting.

Dated as of this 21st day of July, 2005.



Cynthia A. Lucas

**MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF
CALEX MANAGEMENT SERVICES, INC.**

A special meeting of the Board of Directors (the "Board") of Calex Management Services, Inc., a Florida corporation (the "Corporation"), was held on December 20, 2005, at 10:00 o'clock A. M.

The meeting was called to order at 10:00 A.M. by Cynthia A. Lucas, the sole Director of the Corporation, who acted as Chairman of the meeting. William J. Deas, Esq., Attorney for the Corporation served as Secretary of the meeting.

The Secretary called the roll of directors, noted that Ms. Lucas who is the sole Director was present; and, accordingly, announced that a quorum for the transaction of business was present at the meeting.

William Deas noted that formal Notice of the meeting had not been given and accordingly that such would have to be waived, which the Board indicated it would be willing to do.

The Chairman then stated that the first item of business was the reading and disposal of any unapproved minutes which consisted of the minutes of the first annual meeting of the Board on July 21, 2005. It was, thereupon, on motion duly made, seconded, and unanimously carried:

RESOLVED, that the reading of the minutes of the meeting of the Board of July 21, 2005, be dispensed with and such minutes are approved as written.

The Chairman then stated that the next items of business were the reports of officers and committees and that he was not aware of any such to be given.

The Chairman then stated that the next item of business was unfinished business and that he was not aware of any unfinished business to come before this meeting.

The Chairman then stated that the next item of business was new business; and that to the best of his knowledge the following matters required attention:

1. Dissolution

Ms. Lucas indicated that the Board had determined that the original purpose for which the Corporation had been formed no longer existed; and further that it had been recommended by the Corporation's tax and accounting advisors, that the Corporation be dissolved prior to the end of the year for a number of tax and accounting reasons.

After further discussion, the Board having found in its opinion that it is in the best interest of the Corporation and its shareholders that the Corporation be dissolved; it was thereupon on motion duly made, seconded, and unanimously carried.

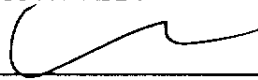
RESOLVED that the Board of Directors of the Corporation recommend that the Corporation be dissolved; and

FURTHER RESOLVED that the question of dissolution of the Corporation be submitted to a vote of the sole shareholder without necessity of a formal meeting; and

FURTHER RESOLVED that in the event that the sole shareholder of the Corporation approves the dissolution, then the officers of the Corporation are hereby authorized and directed to cease carrying on any business of the Corporation except that which is appropriate to wind up and liquidate its business affairs.

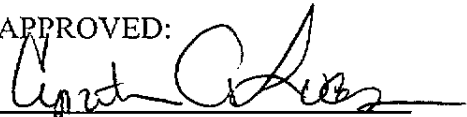
There being no further business to come before the meeting, the same, on motion duly made, seconded, and unanimously carried, was adjourned at 10:15 A.M.

SUBMITTED:



William J. Deas
Secretary

APPROVED:

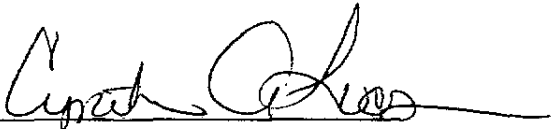


Cynthia A. Lucas
Chairman

WAIVER OF NOTICE AND CONSENT

The undersigned, being the sole Director of Calex Management Services, Inc, a Florida corporation (the "Corporation") does do hereby waive all notice of the Special Meeting Of Directors of the Corporation, whether provided by statute or otherwise, and consent and agree that such meeting be held at 2215 River Boulevard, Jacksonville, Florida 32204 on the 21st day of December, 2005, and consents to the transaction of any and all business that may come before the meeting.

Dated as of this 21st day of December, 2005.


Cynthia A. Lucas

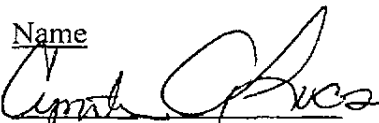
LAW OFFICE
WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204

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**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER TO
VOLUNTARY DISSOLUTION OF CALEX MANAGEMENT SERVICES, INC.**

The undersigned, being the sole Shareholder of Calex Management Services, Inc., a Florida corporation (the "Corporation"), consents to the voluntary dissolution of the Corporation and authorizes and directs the appropriate officers and directors of the Corporation to take all steps necessary and appropriate to carry out the intent of this Consent.

The undersigned shareholder has signed her name and dated her signature opposite of the number of shares of the Corporation held by her of record on such date.

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>
 Cynthia A. Lucas	December 21, 2005	100