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September 10, 2009

Secretary of State **Division of Corporations** Bureau of Corporate Records Tallahassee, Florida 32304

> Re: Dissolution of CORK PRAIRIE RANCH, INC.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Dissolution of CORK PRAIRIE RANCH, INC. and Agreement and Plan of Liquidation between the Shareholders and CORK PRAIRIE RANCH, INC., which sets forth the written consent of the Shareholders. The documents are filed in compliance with Florida Statute Section 607.1402, along with a check for \$43.75 (\$35.00 filing fee and \$8.75 for a certified copy).

After the original has been filed, please certify the copy and return it to me.

M. Wall (MAT)

WMT:kat

Enclosures

## ARTICLES OF DISSOLUTION OF CORK PRAIRIE RANCH, INC.

Pursuant to the provisions of Sections 607.1401, 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned of the corporation hereinafter named, adopted the following Articles of Dissolution.

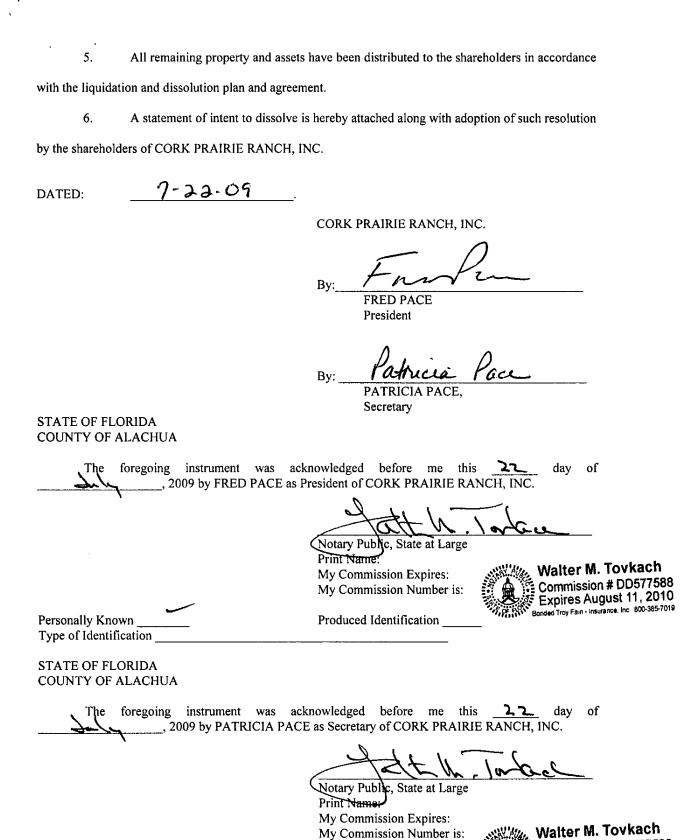
- The date of issuance of the Certificate of Incorporation for CORK PRAIRIE RANCH,
   INC. was December 3, 2007.
  - 2. The names and addresses of its officers are:

NAME	ADDRESS
FRED PACE	P.O. Box 731124
President	Ormond Beach, Florida 32173
PATRICIA PACE	623 Woodbine Road
Secretary	Waynesville, NC 28785

3. The names and addresses of its directors are:

NAME	<u>ADDRESS</u>
FRED PACE	P.O. Box 731124
Director	Ormond Beach, Florida 32173
PATRICIA PACE	623 Woodbine Road
Director	Waynesville, NC 28785
EILEEN PACE	8219 S.W. 24 <sup>th</sup> Avenue
Director	Gainesville, Florida 32607

4. All debts, obligations and liabilities of the corporation have been paid or discharged of provided for in the assumption of liabilities agreement entered into by the shareholders.



Produced Identification

Personally Known

Type of Identification

Commission # DD577588

AGREEMENT AND PLAN OF LIQUIDATION BETWEEN
THE SHAREHOLDERS AND
CORK PRAIRIE RANCH, INC., formerly known as HEARWOOD BRICK ORLANDO, INC.

AGREEMENT AND PLAN OF LIQUIDATION made this 22<sup>nd</sup> day of July, 2009, between the Shareholders and CORK PRAIRIE RANCH, INC., a Florida corporation (hereinafter called the "Corporation").

WHEREAS, one hundred (100%) percent of the Shareholders owning all of the issued and outstanding capital common stock of the Corporation wish to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the General Corporation Act of the State of Florida and Section 336 of the Internal Revenue Code;

NOW, THEREFORE, the parties hereto hereby agree as follows:

- 1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than September 30, 2009, and in accordance with the plan of liquidation set forth in this Agreement.
- 2. The Shareholders hereby authorize the officers of the Corporation to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.
- 3. The Shareholders hereby authorize the officers of the Corporation to file a Certificate of Dissolution signed by the Stockholders of the Corporation with the Secretary of the State of Florida and all proper federal forms with the Internal Revenue Service.
- 4. The Shareholders hereby resolve that after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash, if any, be distributed to the stockholders of the Corporation.

5. The Shareholders hereby authorize the officers to commence such liquidation immediately, and that its subsequent dissolution of all its assets be completed as soon as practicable, but in no event later than September 30, 2009.

6. The Shareholders hereby authorize the proper officers to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the parties hereby have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ATTEST:

CORK PRAIRIE RANCH, INC.

PATRICIA PACE,

Secretary

FRED PACE,

President

FRED PACE

Shareholder

PATRICIA PACE

Shareholder

EILEEN PACE as Trustee of the

Eileen C. Pace Revocable Living Trust

Shareholder