

Division of Corporations

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## Florida Department of State

Division of Corporations

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## DISSOLUTION

JERRY'S LAWN SOIL, INC.

Certificate of Status	1
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## ARTICLES OF DISSOLUTION OF

JERRY'S LAWN SOIL, INC.

Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

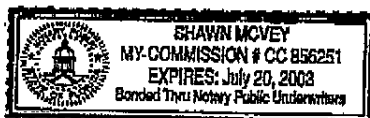
1. The name of this corporation is JERRY'S LAWN SOIL, INC. (the "Corporation"). It was organized under the laws of the State of Florida on November 2, 1992.
2. The effective date of the dissolution of the corporation is the date of filing with the Secretary of State of the State of Florida.
3. Adequate provision has been made for payment of all liability and obligations of the corporation.
4. The corporation elected to dissolve by unanimous written consent of its shareholders and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the written consent is attached to these articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on January 31, 2000, in Pinellas County, Florida.

By: Thomas Mulhern  
THOMAS MULHERN, President  
01-31-00

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of January, 2000, by THOMAS MULHERN who is the PRESIDENT of JERRY'S LAWN SOIL, INC. on behalf of the corporation. He is personally known to me or has produced Mulhern's as identification.



Shawn McVey  
Notary Public  
My Commission Expires:

(Seal)

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Kenneth G. Arseneault, Jr.

10225 Ulmerton Rd., Suite 2, Largo, FL 33771

727-584-1199

FEN # 264334

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UNANIMOUS WRITTEN CONSENT  
OF ALL SHAREHOLDERS TO VOLUNTARY  
DISSOLUTION OF JERRY'S LAWN SOIL, INC.

I, the undersigned, being the sole shareholder of JERRY'S LAWN SOIL, INC., a Florida corporation, consent to the following:

The shareholder has determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and the shareholder does hereby adopt a plan of liquidation and dissolution of the Corporation as follows:

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 debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to §331.A of the Internal Revenue Code and §607.1402 of the Florida Statutes.

2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.

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

4. 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, the following:

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

5. 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

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of the Corporation to the shareholders of record according to their respective rights and interest in exchange for their shares in the Corporation.

In assent to the above, each of the undersigned stockholders has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

Signature	Date	Number of Shares
<u>Thomas Mulhern</u> Print Name: THOMAS MULHERN	<u>01-31-00</u>	<u>100</u>

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of January 2000, by Thomas Mulhern who is all of the shareholders of JERRY'S LAWN SOIL, INC. He is personally known to me.

Shawn Mcvey

Notary Public

My Commission Expires:

(Seal)




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RATIFICATION OF MINUTES OF  
SPECIAL MEETING OF SHAREHOLDERS OF

JERRY'S LAWN SOIL, INC.

I the undersigned shareholder of JERRY'S LAWN SOIL, INC. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of my approval, ratification and confirmation and of my consent to any and all acts done at the meeting, do hereby sign my name.

  
Shareholder

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