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MONACO, MONACO, BIRDER & LESTER, P.A.

ATTORNEYS AT LAW
901 N.W. 57TH STREET
SECOND FLOOR
GAINESVILLE, FLORIDA 32605

† TOBY S. MONACO
† LYNN E. MONACO
*† DUDLEY D. BIRDER, JR.
JENNIFER CATES LESTER
† CERTIFIED CIRCUIT COURT MEDIATOR
* BOARD CERTIFIED IN CIVIL TRIAL LAW

MAILING ADDRESS:
POST OFFICE BOX 15508
GAINESVILLE, FLORIDA 32604-5508
TEL: (352) 331-3333
FAX: (352) 332-7519

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October 8, 2000

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Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Monaco, Monaco, Birder & Lester, P.A.
Articles of Dissolution

To whom it may concern:

Enclosed please find the Articles of Dissolution for Monaco, Monaco, Birder & Lester, P.A., bearing effective date of September 30, 2000.

I am enclosing a check to cover the costs of the filing fee and the cost of a certified copy, and would ask that you return the certified copy to me at the following address:

Toby S. Monaco
Post Office Box 15508
Gainesville, FL 32604-5508

Thank you.

Yours very truly,

Toby S. Monaco

V.S.

V. SHEPARD OCT 26 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 17 AM 9:43

**ARTICLES OF DISSOLUTION
OF
MONACO, MONACO, BIRDER & LESTER, P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 067 17 AM 9:43

EFFECTIVE DATE: SEPTEMBER 30, 2000

THESE ARTICLES OF DISSOLUTION were authorized, approved and adopted on Sept. 29th, 2000, by unanimous consent of the shareholders and directors of the corporation, the number cast for dissolution being sufficient for approval hereof:

ARTICLE XIV: DISSOLUTION

This corporation is dissolved effective SEPTEMBER 30, 2000, in accordance with and subject to the shareholder plan and agreement for dissolution and liquidation set forth as follows:

**SHAREHOLDER PLAN AND AGREEMENT
FOR LIQUIDATION AND DISSOLUTION OF
MONACO, MONACO, BIRDER & LESTER, P.A.**

All the shareholders having unanimously agreed hereto, the following plan and agreement for dissolution and liquidation of this corporation is hereby adopted, approved and directed:

1. The corporation shall be dissolved effective September 30, 2000, and appropriate Articles of Dissolution shall be filed with the Dept. of State forthwith. As of the effective date of dissolution, the activities of the corporation shall cease except those necessary to carry out the provisions of this Plan and to otherwise wind up the corporation's affairs.

3. The firm shall be liquidated and Toby Monaco (TSM), the owner of 45% of the shares of the corporation, Lynn Monaco (LEM), the owner of 10% of the shares of the corporation, and Dudley Birder (DDB), the owner of 45% of the shares of the corporation, shall receive the firm assets in accordance with the following plan:

A. As soon as reasonably practicable, there shall be a determination, as of Sept. 30, 2000, of:

i. The value of non-cash firm assets, not including personal items, consisting of furniture, equipment, furnishings, supplies, etc. The strict valuation thereof may be waived by the shareholders by consent.

ii. The amount of all cash on hand.

iii. The aggregate amount of all accounts receivable (AR) due the firm for bills rendered through Sept. 30, 2000. All unbilled attorney, law clerk and paralegal time and services (WIP) shall be billed as of Sept. 30, 2000, and shall become part of the AR. Said AR bills are attached hereto and made a part hereof.

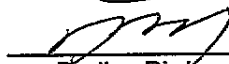
B. On Oct. 2, 2000, or as soon as possible thereafter, TSM/LEM shall receive one half (1/2) of the cash on hand as of Sept. 30, 2000, and DDB shall receive one half (1/2) of said cash on hand. Thereafter, TSM/LEM shall be paid one half (1/2) of all of the AR and DDB shall be paid one half (1/2) of the AR as said AR received, which said amounts may be accumulated monthly and paid to TSM/LEM and DDB on the last of every month until paid in full. During the period of payout, TSM/LEM and DDB shall be given an accounting of all AR received and shall be entitled to look at all records pertaining thereto.

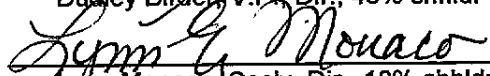
C. TSM shall select such firm furniture, furnishings, equipment, etc. to take as he desires up to 1/2 the value thereof. TSM and LEM shall be entitled to all their personal property which is present in the office. DDB shall be entitled to the remainder.

In witness whereof, we have set our hands and seals, acknowledged and filed the foregoing Articles of Dissolution under the laws of the State of Florida this 29th day of Sept., 2000.

MONACO, MONACO, BIRDER & LESTER, P.A.

By: 
Toby Monaco, Pres., Dir., 45% shldr

By: 
Dudley Birder, V.P., Dir., 45% shldr

By: 
Lynn Monaco, Sec'y, Dir., 10% shldr

Witness:

