

P93000022329

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DISSOLUTION
JOHNSON EZELL CORPORATION

05 DEC 27 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
of
JOHNSON EZELL CORPORATION**

JOHNSON EZELL CORPORATION, a Florida Corporation (the "Corporation"), for the purpose of dissolving, pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, as amended, hereby executes the following Articles of Dissolution and shall have an effective date of December 31, 2005.

- FIRST:** The name of the Corporation is JOHNSON EZELL CORPORATION
- SECOND:** The date the Corporation was incorporated was March 22, 1993, under Document No. P93000022329.
- THIRD:** Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation.
- FOURTH:** All the remaining property and assets of the Corporation have been distributed to its shareholders.
- FIFTH:** There are no actions pending against the Corporation in any court.
- SIXTH:** On December 22, 2005, by Unanimous Written Consent of the Board of Directors, the Board recommended that the Shareholders adopt, and the Shareholders did adopt, resolutions authorizing the voluntary dissolution of the Corporation and a Plan of Complete Liquidation, and such were filed with the Secretary of the Corporation.
- SEVENTH:** That the President or other duly authorized officer of the Corporation has been authorized and directed to file these Articles of Dissolution with the Florida Department of State in order to effectuate these Articles of Dissolution.

SECRETARY OF STATE
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Tuesday, December 27, 2005 10:55 AM Page: 3 of 8

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed in its name by its President on this 22nd day of December, 2005.



Neil Ezell, President

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Exhibit A

Johnson Ezell Corporation,
a Florida corporation

PLAN OF COMPLETE LIQUIDATION

1. Johnson Ezell Corporation, a Florida corporation (the "Company"), has ceased all business activity and has paid or made reasonable provision for the payment of all of its legal obligations; consequently, it shall be voluntarily dissolved and liquidated pursuant to this Plan of Liquidation and pursuant to Section 337 of the Internal Revenue Code of 1986, as amended.

2. The Company shall proceed to liquidate and wind up its business and affairs and after payment of, or the making of reasonable provision for the payment of, its obligations, to sell any part or all of the Company's remaining property and assets, if any, as determined by the officers, and transfer and convey in cash and/or in kind all of its remaining property and assets of whatever nature and character to its corporate shareholders in complete retirement and cancellation of all of the issued and outstanding capital stock of the Company.

3. The distribution, sale, and/or transfer of all of the property and assets of the Company as aforesaid shall be made from time to time as soon as practicable, but in any event shall be completed no later than January 31, 2006.

4. The President, Vice President, Secretary or Assistant Secretary be, and each of them hereby is, authorized and directed to file the *Articles of Dissolution of the Company* with the Department of State of Florida on or before December 31, 2005.

5. The officers of the Company be, and each of them hereby is, authorized and directed for and on its behalf and in its name to execute all other forms, reports, or returns, required by any federal, state or local government in connection with, or by reason of, the liquidation of the Company (including U.S. Treasury Department Form 966) and any and all other forms, reports, or returns as are deemed necessary to be filed on behalf of the Company.

6. The officers of the Company be, and each of them hereby is, authorized and directed for and on its behalf and in its name to execute such deeds, assignment and other instruments in writing, and to do such other and further acts and things as they deem necessary or advisable in order to effect the complete liquidation of the business and affairs of the Company and the dissolution thereof as herein provided.

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