

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 206516 5011226

AUTHORIZATION

COST LIMIT

Patricia Pigitt

ORDER DATE : December 31, 1996

ORDER TIME : 11:21 AM

ORDER NO. : 206516-005

CUSTOMER NO: 5011226

3110012042533--B

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILINGS

NAME: GARRON OF JACKSONVILLE, INC.

FILED
96 DEC 31 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

12/31

TIALS:

DR.

DSS-
C.C.

ARTICLES OF DISSOLUTION
OF
GARRON OF JACKSONVILLE, INC.

FILED
96 DEC 31 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is GARRON OF JACKSONVILLE, INC.

ARTICLE II - DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on December 23, 1996.

ARTICLE III - SHAREHOLDER APPROVAL

Dissolution was approved by the sole shareholder of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV - JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholder of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and the shareholder is attached hereto.

GARRON OF JACKSONVILLE, INC.

By: Ronald A. Duncan
Ronald A. Duncan
Its: President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of December, 1996, by Ronald A. Duncan, as President of GARRON OF JACKSONVILLE, INC., a Florida corporation, on behalf of the corporation.

MYRNA L. GATROST
Notary Public, State of Florida
My Comm. Expires May 18, 1998
No. CC 373409
Bonded Thru Official Notary Service

AFFIX NOTARY STAMP

Myrna L. Gatrost
Signature of Notary Public

Myrna L. Gatrost
(Print Notary Name)

My Commission Expires: May 18, 1998
Commission No.: CC 373409

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced:

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of GARRON OF JACKSONVILLE, INC., a Florida corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Board of Directors and Shareholder of the Corporation by joint written action dated the 23rd day of December, 1996.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 23 day of December, 1996.



Gary W. LeGate, Secretary

(CORPORATE SEAL)

**JOINT WRITTEN ACTION
OF THE SHAREHOLDER AND
BOARD OF DIRECTORS OF
GARRON OF JACKSONVILLE, INC.**

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of GARRON OF JACKSONVILLE, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the Corporation is a wholly-owned subsidiary of its sole Shareholder, Garron, Inc.;

WHEREAS, the Directors of the Corporation have recommended dissolution to the sole Shareholder of the Corporation;

WHEREAS, the sole Shareholder of the Corporation has determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the Directors and President of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. GARRON OF JACKSONVILLE, INC., a Florida corporation (hereinafter referred to as the "Corporation"), shall be dissolved and Articles of Dissolution shall be duly filed and recorded with the Florida Department of State.
2. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code"), beginning on December 31, 1996.
3. The Directors and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all debts, obligations and liabilities.
4. The assumption of all of the debts, obligations and liabilities of the Corporation by its sole shareholder and parent corporation, Garron, Inc., a Florida corporation, shall constitute full and adequate provision for the payment of such debts, obligations and liabilities.
5. All of the assets of the Corporation shall be distributed to Garron, Inc., the sole shareholder and parent of the Corporation in a series of distributions in complete cancellation

of all of Garron, Inc.'s stock in the Corporation in accordance with this Plan of Complete Liquidation and Dissolution.

6. The liquidation of the Corporation shall be completed in a series of distributions within three (3) years from the close of the taxable year during which is made the first of the series of distributions after the adoption of this Plan of Complete Liquidation and Dissolution.

7. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, accountants for the Corporation shall file Form 966 with the District Director of Internal Revenue (together with a certified copy of this resolution).

8. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

9. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

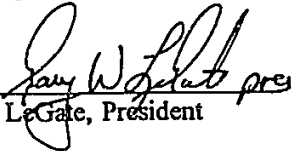
10. It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation within the meaning of Section 332 and Section 337 of the Code;

the distribution made pursuant to such Plan of Complete Liquidation shall be taxed as provided in Section 332 and Section 337 of the Code and the basis in the property received shall be determined by Section 334(b)(1) of the Code.

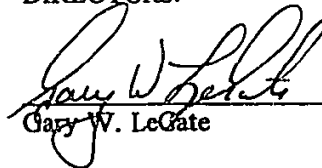
The undersigned hereby approve and adopt the foregoing written action this 23 day of December, 1996.


SHAREHOLDER:

GARRON, INC.
a Florida corporation

By: 
Gary W. LeGate, President

DIRECTORS:


Gary W. LeGate


Ronald A. Duncan

ASSIGNMENT

In complete satisfaction of the rights of GARRON, INC., a Florida corporation (hereinafter referred to as the "Shareholder"), who owns all of the issued and outstanding shares of stock of GARRON OF JACKSONVILLE, INC., a Florida corporation (hereinafter referred to as the "Corporation") and in exchange for the cancellation of all of the shares owned by the Shareholder, the undersigned, on behalf of the Corporation, hereby distributes, assigns, transfers and conveys all of the Corporation's right, title and interest in and to all of its property both real and personal, tangible and intangible whether known or unknown, including collectible accounts receivable to GARRON, INC. in a series of distributions which will be completed within three (3) years from the close of the taxable year during which is made the first of the series of distributions under that certain Plan of Complete Liquidation and Dissolution dated the 23 day of December, 1996.

Date: December 23, 1996.

GARRON OF JACKSONVILLE, INC.

By: Ronald A. Duncan
Ronald A. Duncan, President

SHAREHOLDER ASSIGNMENT
ACCEPTED BY:

GARRON, INC.

By: Gary W. LeGate
Gary W. LeGate, President