

P93000032044

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

T.K. Drilling, Inc.

FILED  
99 DEC 21 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/21/99--01053--007

\*\*\*\*\*43.75 \*\*\*\*\*43.75

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☒ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

C. COULLETTE DEC 21 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED  
99 DEC 21 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
COUNTY OF OKALOOSA )

ARTICLES OF DISSOLUTION

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99  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is T.K. Drilling, Inc., a Florida corporation (the "Corporation").

2. The name and respective address of the officers of the Corporation are:

President/Secretary

James E. Thomason, 713 Edge  
Street, Fort Walton Beach,  
Florida 32547

3. The name of the sole Director of the Corporation is James E. Thomason and his address is 713 Edge Street, Fort Walton Beach, Florida 32547.

4. All debts, liabilities and other obligations of the Corporation have been paid or discharged or adequate provision for paying the same has been made.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to its sole shareholder, Thomason Well Drilling, Inc.

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached hereto. Also, the attached resolution was adopted by the sole Shareholder of the Corporation on the same date that the same was adopted by the Board of Directors.

Executed effective as of the 1st day of June, 1999.

WITNESSES:

Shorri J. Barrett  
Print Name: Shorri J. Barrett

Belinda J. McAvoy  
Print Name: Belinda J. McAvoy

T.K. DRILLING, INC.

By: James E. Thomason  
James E. Thomason  
As its President

ATTEST:

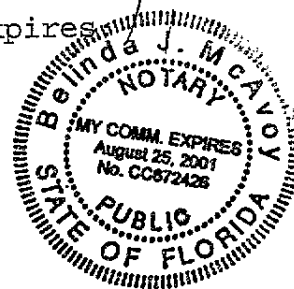
James E. Thomason  
Its Secretary

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me personally appeared James E. Thomason, the President and Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 20th day of December, 1999.

Belinda J. McAvoy  
Notary Public  
My Commission Expires



CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of T.K. Drilling, Inc., a Florida corporation (the "Corporation") and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and the sole Shareholder of the Corporation in connection with the complete liquidation of the Corporation under the Business Corporation Act of its state of incorporation.

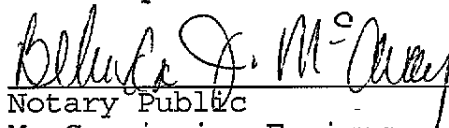
WITNESS my hand as Secretary of the Corporation effective the 1st day of June, 1999.

  
James E. Thomason - Secretary

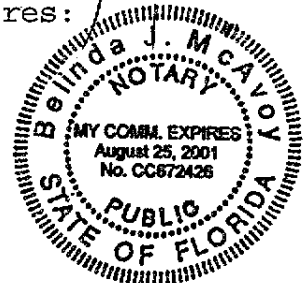
STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me personally appeared James E. Thomason, the Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 20th day of December, 1999.

  
Notary Public

My Commission Expires:



PLAN OF LIQUIDATION  
(Unanimous Written Consent of Stockholders and Directors  
of Parent Corporation and Subsidiary Corporation)

CORPORATION: T.K. Drilling, Inc., a Florida  
corporation

DATE: Effective June 1, 1999

The undersigned do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

WHEREAS, Thomason Well Drilling, Inc., a Florida corporation, (the "Parent Corporation") has recently acquired all the issued and outstanding stock of T.K. Drilling, Inc., a Florida corporation, (the "Subsidiary Corporation") and the Parent Corporation desires to liquidate the Subsidiary Corporation at this time;

RESOLVED, that in the judgment of the Board of Directors of the Parent Corporation and the Subsidiary Corporation and in the judgment of the sole Stockholder of the Subsidiary Corporation, it is deemed advisable and for the benefit of the Subsidiary Corporation that it should be dissolved;

RESOLVED, that a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Subsidiary Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the assets of the Subsidiary Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Subsidiary Corporation;

RESOLVED, that the proper officers of the Subsidiary Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the sole Stockholder of the Subsidiary Corporation with the Secretary of State of the State of Florida;

RESOLVED, that, after providing for all the proper debts of the Subsidiary Corporation, the remaining assets of the Subsidiary Corporation, including cash and furniture and fixtures, be distributed to the sole Stockholder of the Subsidiary Corporation (i.e., to the Parent Corporation) and in connection therewith, the proper officers of the Subsidiary Corporation are authorized, empowered and directed in the name and on behalf of the Subsidiary Corporation, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements,

letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by them to be proper in carrying out the Plan and to do any and all such acts, deeds and things as such officers may deem necessary or appropriate to consummate any sale of any assets of the Subsidiary Corporation, or to effectuate or carry out the Plan or to effect the dissolution of the Subsidiary Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Subsidiary Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable, but in no event later than December 31, 1999; and

RESOLVED, that the proper officers of the Subsidiary Corporation be, and they hereby are, authorized and directed 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 Subsidiary Corporation and fully to effectuate the purposes of the foregoing resolutions;

RESOLVED, that the President of the Parent Corporation be, and he hereby is, authorized and directed to sign on behalf of the Parent Corporation a certificate of consent of sole Stockholder to the dissolution of Subsidiary Corporation, and such person is further authorized and directed to adopt and approve the plan of liquidation of the Subsidiary Corporation on behalf of the Parent Corporation and to take any and all action and to file such documents, instruments and papers as such person may deem necessary or desirable to effectuate and consummate the dissolution of the Subsidiary Corporation.

WITNESSES:

PARENT CORPORATION:

THOMASON WELL DRILLING, INC.

By: James E. Thomason  
James E. Thomason  
As its President

ATTEST:

James E. Thomason  
its Secretary

James E. Thomason  
James E. Thomason  
Sole Shareholder and Director  
of Parent Corporation

Sherrill J. Barrett  
Print: Sherrill J. Barrett  
Beth J. McAnay  
Print: Beth J. McAnay

Sherrill J. Barrett  
Print: Sherrill J. Barrett  
Beth J. McAnay  
Print: Beth J. McAnay

Sherrill G. Barrett  
Print: Sherrill G. Barrett

Belinda J. McAvoy  
Print: Belinda J. McAvoy

Sherrill G. Barrett  
Print: Sherrill G. Barrett

Belinda J. McAvoy  
Print: Belinda J. McAvoy

SUBSIDIARY CORPORATION:

T.K. DRILLING, INC.

By: James E. Thomason  
James E. Thomason  
As its President

ATTEST:

James E. Thomason  
Its Secretary

James E. Thomason  
James E. Thomason  
Director of Subsidiary  
Corporation