

RUTLEDGE, ECENIA, UNDERWOOD, PURNELL & HOFFMAN

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

STEPHEN A. ECENIA
JOHN R. ELLIS
KENNETH A. HOFFMAN
THOMAS W. KONRAD
MICHAEL G. MAIDA
J. STEPHEN MENTON
R. DAVID PRESCOTT
HAROLD F. X. PURNELL
GARY R. RUTLEDGE
R. MICHAEL UNDERWOOD

POST OFFICE BOX 551, 32302-0551
215 SOUTH MONROE STREET, SUITE 420
TALLAHASSEE, FLORIDA 32301-1841

TELEPHONE (850) 681-6788
TELECOPIER (850) 681-6515

OF COUNSEL:
CHARLES F. DUDLEY

GOVERNMENTAL CONSULTANTS:
PATRICK R. MALOY
AMY J. YOUNG

P93000088623

December 30, 1998
VIA HAND DELIVERY

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

*Call
when
ready*

RE: Southern Groundcover, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original, and one copy, of the Articles of Dissolution of Southern Groundcover, Inc., a Florida corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee. Please call my office at 681-6788 when the articles have been accepted for filing, and we will send someone to pick up the stamped copy for our files.

Thank you for your assistance.

700002727167--8
-12/31/98--01001--008
*****35.00 *****35.00

RECEIVED
98 DEC 30 PM 3:17
TALLAHASSEE, FLORIDA

*Diss
12-31-98
DPS*

Sincerely,

R. David Prescott
R. David Prescott

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

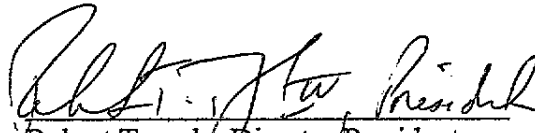
98 DEC 30 PM 4:20

FILED

cc: Robert Temple

Articles of Dissolution
of
Southern Groundcover, Inc.
(A Florida Corporation)

1. The name of the corporation is Southern Groundcover, Inc.
2. Dissolution was authorized on December 18, 1998, pursuant to section 607.1402, Florida Statutes, by the shareholders, upon the unanimous unconditional recommendation of the Board of Directors that the corporation be dissolved.
3. Dissolution was approved by a unanimous vote of all of the shareholders holding all of the issued and outstanding shares of the corporation, which number cast for dissolution was sufficient for approval.


Robert Temple, Director/President

12/29/98

F:\USERS\DAVID\GROUND\CO\dissolution.art

FILED
98 DEC 30 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA