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EFFECTIVE DATE
12/31/04

From:
Account Name : HAMRICK, PERREY, QUINLAN & SMITH, P.A.
Account Number : I19990000030
Phone : (941)747-1871
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DIVISION OF CORPORATIONS

DISSOLUTION

HILLSBOROUGH CATTLE CO.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/1/04 of Diss.

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, this Florida for profit corporation submits the following Articles of Dissolution:

FIRST: The corporation's name is **Hillsborough Cattle Co.**

SECOND: The date dissolution was authorized: December 1, 2004.

THIRD: Adoption of Dissolution (CHECK ONE)

EFFECTIVE DATE

12/31/04

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. In fact, the vote was unanimous.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by _____
(voting group)

FOURTH: The effective date of these Articles of Dissolution is December 31, 2004.

SIGNED this 21st day of December, 2004.

Hillsborough Cattle Co.

By: 

James N. Ganey
As Its President

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TALLAHASSEE, FLORIDA

**WRITTEN CONSENT TO ACTION
BY DIRECTORS AND SHAREHOLDERS WITHOUT A MEETING**

THE UNDERSIGNED, being at the present time all of the directors and shareholders of Hillsborough Cattle Co., a Florida corporation ("the Corporation"), hereby sign the following written consent in lieu of holding a director's meeting pursuant to the terms of Section 607.0821, Florida Statutes, and a shareholder's meeting pursuant to the terms of Section 607.0704, Florida Statutes.

Sale of Assets to Hillsborough Ranch Corp. The undersigned directors and shareholders have determined that it is in the best interests of the Corporation to sell tangible personal property, which constitutes substantially all of the assets of the Corporation, effective as of December 1, 2004, according to that certain Contract for Sale and Purchase dated August 18, 2004, and all amendments thereto, by and between James N. Ganey, individually and as attorney in fact, as Seller, and FL Land Partners, LLC, a Delaware limited liability company, as Buyer. By signing this Consent form: the undersigned directors approve the transaction and recommend the proposed transaction to the undersigned shareholders; and, the undersigned shareholders approve the transaction; pursuant to the requirements of Section 607.1202, Florida Statutes.

The undersigned shareholders recite and declare that before approving the proposed transaction, each of them received a full description of the transaction along with a clear and concise statement that, if the transaction was effected, shareholders dissenting therefrom are or may be entitled to be paid the fair market value of their shares if they comply with the provisions of The Florida Business Corporation Act (Chapter 607 of the Florida Statutes). Also, the undersigned shareholders recite and declare that before approving the proposed transaction, each of them was provided with copies of Sections 607.1202, 607.1301, 607.1302, 607.1303 and 607.1320 of the Florida Statutes (the same being attached as exhibits to this consent, and by this reference incorporated into and made a part of this consent.

Also, the undersigned directors and shareholders authorize and direct James N. Ganey, as President, to execute on behalf of the Corporation the Contract for Sale and Purchase dated August 18, 2004, and all amendments thereto, and such closing documents required by or contemplated by said Contract. The Corporation shall pay such costs and fees incurred in connection with such sale of assets and otherwise perform such actions and incur such expenses as may be necessary to comply with the terms and provisions of said Contract and the closing documents described therein or contemplated thereby.

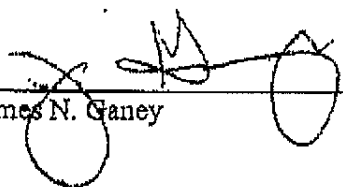
Dissolution of Corporation The undersigned directors and shareholders have determined that it is in the best interests of the Corporation to dissolve the Corporation following the above sale of substantially all of the assets of the Corporation, as soon as feasible after the closing. By signing this Consent form, the undersigned directors recommend dissolution to the undersigned shareholders, and the undersigned shareholders approve the proposal to dissolve the corporation, pursuant to the requirements of Section 607.1402, Florida Statutes.

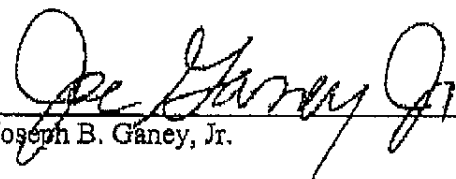
Written Consent to Action by Shareholders and Directors
Of Hillsborough Cattle Co., a Florida corporation
Page Two


Also, the undersigned shareholders authorize and direct James N. Ganey, as President, to execute on behalf of the Corporation the Articles of Dissolution and deliver same to the Florida Department of State for filing. The Corporation shall pay such costs and fees incurred in connection with such dissolution and otherwise perform such actions and incur such expenses as may be necessary to dissolve the Corporation.

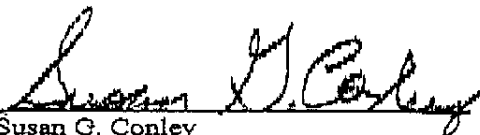
The action taken under this written consent is effective as of December 1, 2004, according to the above terms, not when the last director/shareholder signs this consent.

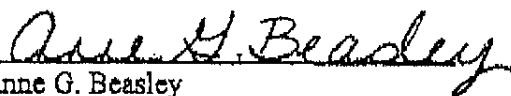
The undersigned directors and shareholders have signed below for the purpose of approving the above sale of substantially all of the assets of the Corporation, and also for the purpose of approving the dissolution of the Corporation following the above sale.


James N. Ganey


Joseph B. Ganey, Jr.


Thomas H. Ganey


Susan G. Conley


Anne G. Beasley