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TRACEY C. HIGGINBOTHAM & ASSOCIATES

Accounting • Taxes • Business Services



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\*\*\*\*\*35.00 \*\*\*\*\*35.00

August 4, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: J & S Concrete Construction, Inc.

Ladies/Gentlemen:

Please find enclosed a check in the amount of \$35.00, and a set of the minutes from the above referenced corporation.

It is their request that these minutes are followed and the dissolution of the corporation is in effect at the close of business on August 15, 1997.

Please take the appropriate action.

Respectfully,

Tracey C. Higginbotham, E.A.

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10/16/97

ARTICLES OF DISSOLUTION

**JOINT SPECIAL MEETING OF DIRECTORS & SHAREHOLDERS  
OF J & S CONCRETE CONSTRUCTION, INC.**

A joint special meeting of the Directors and Shareholders of J & S Concrete Construction, Inc. was held on July 25, 1997, at the Corporation's office at 6650 Aberdeen Avenue, Cocoa, Fl. 32927.

The following, being the Sole Director and Shareholder of the Corporation, was present in person at the meeting: Sonya Bremmer

Sonya Bremmer, the President of the Corporation, presided she also acted as secretary. The Secretary presented the waiver of notice of the meeting, signed by the Sole Director and Shareholder. Whereas, the waiver of notice shall become a part of the minutes.

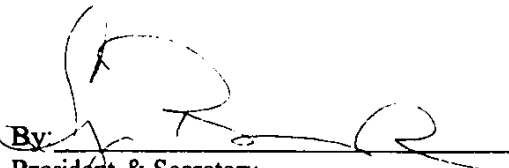
The President presented a plan of liquidation and dissolution of the Corporation. The resolution was unanimously adopted by the Sole Director and the Shareholder.

RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution:

1. The officers are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the Shareholders in proportion to the number of shares owned by them in cancellation of their shares by the close of business on August 15, 1997.

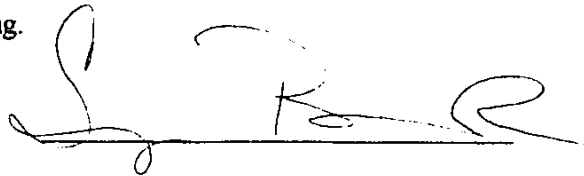
2. As soon as practicable, the officers shall take all appropriate and necessary action to dissolve the Corporation under Florida law.

The meeting was then adjourned.

By:   
President & Secretary

WAIVER OF NOTICE  
OF THE SPECIAL MEETING  
OF THE SOLE DIRECTOR AND SHAREHOLDER OF  
J & S CONCRETE CONSTRUCTION, INC.

The undersigned, being the sole director and shareholder of J & S Concrete Construction, Inc., consent that the special meeting of the sole director and shareholder will be held at 6650 Aberdeen Avenue, Cocoa, Fl. 32927, on July 25, 1997, at 7:00, p.m. We waive any further notice of the meeting.

A handwritten signature in black ink, appearing to be 'S. R.', written over a horizontal line.