

P96000102888

BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.  
1500 JACOBS ROAD  
DeLAND, FLORIDA 32724

(904) 738-0406

August 14, 1997

Secretary of State  
Attn: Corporation Division  
P. O. Box 5588  
Tallahassee, FL 32314

100002274581--3  
-08/22/97--01053--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

Dear Sir:

Enclosed please find the following items:

1. Original and one copy of the Articles of Dissolution for the above referenced corporation;
2. Shareholder's Consent to Voluntary Corporate Dissolution;
3. Waiver of Notice of Special Joint Meeting of Directors and Shareholders of the above referenced corporation;
4. Minutes of Special Joint Meeting of Stockholders & Directors of the above corporation;
5. Check in the amount of \$87.50.

Kindly proceed with the filing of the above referenced documents. Please see that this corporation is dissolved at this time. We would appreciate your providing our office with one (1) certified copy of the Articles of Dissolution.

Thank you for assisting us in this matter. Should you have any questions, please do not hesitate to contact our office.

Sincerely,

*Ronald L. Berner*  
Ronald L. Berner  
President

Enclosures

V8 AUG 29 1997

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FILED  
97 AUG 22 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

**FILED**  
97 AUG 22 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WE, the undersigned President and Secretary/Treasurer of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida corporation, do hereby, in relation to the voluntary dissolution of corporations, make and attest these Articles of Dissolution and attach thereto the written consent of the stockholders of said BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, and state as follows:

- FIRST:** The name of the corporation is BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC. ("the company").
- SECOND:** The company's articles of incorporation were filed with the Secretary of State of the State of Florida by virtue of that certain document having Document No. P96000102888.
- THIRD:** The corporation has completely discontinued and closed its business and has paid all of its debts, obligations, and liabilities or has made adequate provisions therefore; that said corporation has specifically paid all currently due property taxes, both tangible and intangible and all sales and use taxes, and corporation income taxes as of this date.
- FOURTH:** A majority of the directors of the company authorized the dissolution of the company on August 1, 1997.
- FIFTH:** The company's net assets remaining after winding up the company's affairs have been distributed to the company's shareholders.
- SIXTH:** That there are no actions pending against the corporation in any court.
- SEVENTH:** That a Joint Meeting of Stockholders and Directors of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida corporation, held on August 1, 1997, a resolution was made and adopted to dissolve the corporation, of copy of which is attached hereto, and at said meeting the owners and holders of the entire issued and outstanding stock of said corporation did signify their Consent in writing that such corporation be dissolved forthwith, copies of said consents being attached hereto.

EXECUTED: August 1, 1997.

BERNER'S LANDSCAPE AND  
TRACTOR SERVICES, INC.,  
A Florida Corporation.

By: Ronald L. Berner  
Name: RONALD L. BERNER

(CORPORATE SEAL)

Title: President/Director

By: K. Denise Berner  
Name: K. DENISE BERNER

Title: Secretary/Treasurer/Director

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, this 1st day of August, 1997, appeared RONALD L. BERNER and K. DENISE BERNER, as officers, directors and stockholders of that certain corporation known as BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida corporation, both personally known to me, and they acknowledged that the foregoing instrument has been signed by them for the purposes therein expressed and set forth.

Ronald L. Berner  
RONALD L. BERNER

K. Denise Berner  
K. DENISE BERNER

SWORN AND SUBSCRIBED TO before me this 1st day of August, 1997.



Tamera S. Brooks  
NOTARY PUBLIC  
TAMERA S. BROOKS  
Notary Public's Name,  
Typed or Printed.

My Commission Expires:

**SHAREHOLDER'S CONSENT TO VOLUNTARY CORPORATE DISSOLUTION**

THE UNDERSIGNED, being one of the shareholders of  
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida  
Corporation, consents to the voluntary dissolution of the  
Corporation.

Dated: August 1, 1997.

  
RONALD L. BERNER

SHAREHOLDER'S CONSENT TO VOLUNTARY CORPORATE DISSOLUTION

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Dated: August 1, 1997.

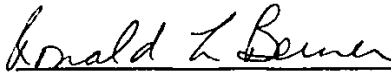
K. Denise Berner  
K. DENISE BERNER

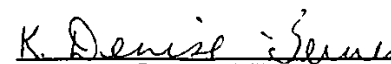
WAIVER OF NOTICE OF SPECIAL JOINT MEETING  
OF DIRECTORS & STOCKHOLDERS  
OF  
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

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WE, the undersigned, being all of the stockholders and directors of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, do hereby waive all notice of the special joint meeting of the stockholders and directors of said Corporation, and do consent that the 1st day of August, 1997, at 1:00 o'clock in the afternoon be, and the same is hereby fixed as the time, and the corporate offices located in DeLand, Volusia County, Florida, as the place for the holding of the same, and that all such business be transacted thereat as may lawfully come before the meeting.

DATED this 1st day of August, 1997.

  
RONALD L. BERNER

  
K. DENISE BERNER

MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS & DIRECTORS  
OF  
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

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MINUTES of the Special Meeting of the Stockholders and Directors of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, held on August 1, 1997, at the corporate offices located in DeLand, Volusia County, Florida, at 1:00 o'clock in the afternoon.

The President of the Corporation, RONALD L. BERNER, called the meeting to order and served as Chairman of the meeting.

The Secretary, K. DENISE BERNER, called the roll and the following stockholders and directors were present: RONALD L. BERNER and K. DENISE BERNER.

The Secretary presented Waivers of Notice of this Special Meeting which were signed by the stockholders.

The Chairman stated that the principal purpose of this meeting was to consider a plan for the complete liquidation and dissolution of this Corporation. The following plan was submitted to the meeting:

1. ADOPTION OF PLAN. The Plan is hereby submitted to the shareholders of the Corporation for adoption at a meeting to be held for that purpose. The Plan shall have become effective upon its adoption by the affirmative consent of the shareholders of the corporation.

2. CESSATION OF BUSINESS. After the 1st day of August, 1997, the Corporation shall not engage in any business activities, except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan.

3. RESERVE FOR TAXES AND EXPENSES. There are no known outstanding debts of this Corporation. The stockholders of the Corporation will, however, stand behind any debts in the event the same shall arise in the future.

4. PROPERTY DISTRIBUTION. The Corporation shall transfer and assign all of the remaining assets of this Corporation, as of the close of business on August 1, 1997, subject to all liabilities of the Corporation, whether known or unknown, to RONALD L. BERNER and K. DENISE BERNER, by appropriate instruments of transfer, as the first and final distribution in liquidation, upon the surrender of the foregoing shareholders of their remaining shares of the Corporation for cancellation.

As of the date of these Minutes, said property consists of the following assets:

A. 1992 Ford F700 Truck, Florida Registration, VIN# 1FDWF70J3NVA34896.

B. 1996 Bobcat Skid Loader, 763 Skid Loader, Florida Registration, VIN# 512220159, with 1996 606 Combo Bucket (Bobcat), VIN# 707400344.



5. SHAREHOLDERS' LIABILITY. Notwithstanding anything herein to the contrary, if the amount of the reserve fund set up in accordance with the provision of Paragraph 3 proves to be insufficient to pay the taxes and expenses herein referred to, then any excess liability for such taxes and expenses shall be paid by RONALD L. BERNER and K. DENISE BERNER.

6. DISSOLUTION. Promptly after August 1, 1997, RONALD L. BERNER and K. DENISE BERNER shall execute and cause to be filed Articles of Dissolution in accordance with Florida Statutes 607.254. In addition to the execution and filing of the final income taxes of the Corporation, RONALD L. BERNER and K. DENISE BERNER shall in due time execute and file with the Treasury Department all returns, documents, and information required to be filed by reason of the complete liquidation of the Corporation.

7. AUTHORIZATION FOR NECESSARY ACTS. RONALD L. BERNER and K. DENISE BERNER shall carry out and consummate the Plan, and shall have power to adopt all resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business, assets, and affairs.

After full discussion, RONALD L. BERNER and K. DENISE BERNER resolved that the Plan of Complete Liquidation of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, as submitted in this meeting, is hereby adopted and approved in all respects.

There being no further business, the meeting was duly adjourned.

Dated this 1st day of August, 1997.

  
RONALD L. BERNER

  
K. DENISE BERNER