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PLEASE REPLY TO:

Lake Wales  
September 1, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

400002632334--1  
-09/04/98--01085-017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Dissolution of Aqua Terra Management, Inc.

Gentlemen:

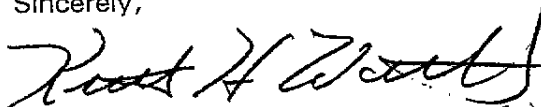
This firm represents Aqua Terra Management, Inc. Enclosed for filing with your department are the following documents:

1. The original and one copy of the Articles of Dissolution of Aqua Terra Management, Inc;
2. Written Consent of Stockholders and Directors Authorizing Dissolution; and
3. This firm's check made payable to the Department of State, State of Florida, in the amount of \$87.50, in payment of the filing fee for the Articles of Dissolution (\$35.00), and one certified copy of said Articles of Dissolution (\$52.50).

If these documents meet with your approval, please file the original Articles of Dissolution, along with the Stockholders' Consent, and return one certified copy of the Articles of Dissolution to this office in the envelope provided.

If you have any questions or need additional items, please contact the undersigned at (941) 676-7611.

Sincerely,



Keith H. Wadsworth

/sls  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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P47000013-719  
6/25/98  
9-4-98 - Carl G. P. 4/28

**ARTICLES OF DISSOLUTION OF  
AQUA TERRA MANAGEMENT, INC.**

The undersigned, as President and as Secretary of AQUA TERRA MANAGEMENT, INC., do hereby submit the following as the Articles of Dissolution of AQUA TERRA MANAGEMENT, INC., pursuant to Sections 607.254 and 607.267 of the Florida Statutes.

1. The name of the corporation is AQUA TERRA MANAGEMENT, INC.
2. The Articles of Incorporation were filed in the office of the Secretary of State, Tallahassee, Florida, on the 10th day of February, 1997.
3. The names and respective addresses of the directors of the corporation are as follows:

NAME	<u>ADDRESS</u>
Valerie L. Lee	301 Sage Road, Winter Haven, FL 33881
James M. Lee	301 Sage Road, Winter Haven, FL 33881

4. The names, titles and respective addresses of the officers of the corporation are as follows:

NAME	TITLE	ADDRESS
Valerie L. Lee	President	107 Lake Link Circle, Winter Haven, FL 33884
James M. Lee	Vice President/ Secretary/ Treasurer	107 Lake Link Circle, Winter Haven, FL 33884

5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

6. All of the remaining property and assets of the corporation have been distributed among the stockholders in accordance with their respective rights and interests.

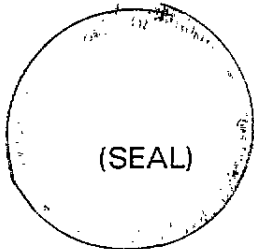
7. There are no actions pending against the corporation in any court.

8. The corporation elected to dissolve by written consent of all of the

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

stockholders and such written consent has been signed by all of the stockholders of the corporation, pursuant to Section 607.254, Florida Statutes. A copy of the written consent, as certified by the President and Secretary of the corporation, is attached hereto as "Exhibit A".

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary of AQUA TERRA MANAGEMENT, INC., and have affixed the corporate seal this 6th day of August, 1998.



AQUA TERRA MANAGEMENT, INC.

By: Valerie L. Lee  
VALERIE L. LEE, as President

ATTEST:

By: James M. Lee  
JAMES M. LEE, as Secretary

STATE OF FLORIDA  
COUNTY OF POLK

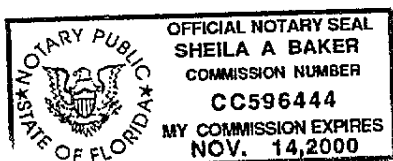
The foregoing Articles of Dissolution were acknowledged before me this 6th day of August, 1998, by VALERIE L. LEE, as President of AQUA TERRA MANAGEMENT, INC., a Florida corporation, on behalf of the corporation.

(SEAL)

Sheila A. Baker  
Printed Name: SHEILA A. BAKER

Notary Public

My Commission Expires:



**WRITTEN CONSENT OF THE DIRECTORS AND STOCKHOLDERS  
OF  
AQUA TERRA MANAGEMENT, INC.  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the directors and all of the stockholders of AQUA TERRA MANAGEMENT, INC, a Florida corporation, hereby take and adopt the following actions by written consent in lieu of a special meeting, as authorized by Sections 607.134 and 607.394 of the Florida Statutes.

Resolved as follows:

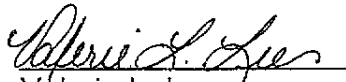
1. In the judgment of the Board of Directors and the stockholders of the corporation, it is deemed advisable and for the benefit of the corporation and its stockholders that the corporation be completely liquidated pursuant to Section 331 of the Internal Revenue Code of 1986, as amended, and dissolved in accordance with Chapter 607 of the Florida Statutes.

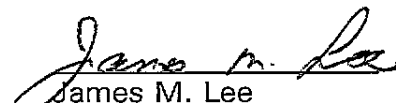
2. The corporation shall be liquidated and dissolved pursuant to the Plan of Complete Liquidation and Dissolution set forth on the attached Exhibit A, and the same is hereby adopted by each of the undersigned.

IN WITNESS WHEREOF, the undersigned have executed this instrument as evidence of their consent and approval of the actions taken above.

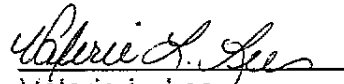
Dated this 6th day of August, 1998.

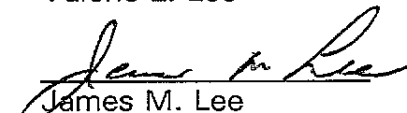
Directors:

  
Valerie L. Lee

  
James M. Lee

Stockholders:

  
Valerie L. Lee

  
James M. Lee

## **"EXHIBIT A"**

### **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION (PURSUANT TO SECTION 331 OF THE INTERNAL REVENUE CODE)**

This Plan of Complete Liquidation and Dissolution is for the purpose of effecting the complete liquidation and dissolution of AQUA TERRA MANAGEMENT, INC., in accordance with Section 331 of the Internal Revenue Code of 1986, as amended, and Chapter 607 of the Florida Statutes.

1. Within thirty (30) days after the adoption of this plan, counsel for the corporation shall file IRS Form 966 with the Internal Revenue Service Center, Atlanta, Georgia, attaching thereto a certified copy of the resolution adopting this plan, indicating that all of the stockholders and all of the directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986, as amended.

2. The corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof.

3. The corporation shall immediately mail a Notice of Intent To Liquidate and Dissolve to each known creditor of, and claimant against, the corporation.

4. The corporation shall proceed to collect its assets; convey and dispose of such of its properties as are not to be distributed in kind to its stockholders; pay, satisfy or discharge its liabilities and obligations or make adequate provision for payment and discharge thereof; and do all other acts required to liquidate its business and affairs.

5. The corporation, by its duly authorized officers, shall distribute and transfer all of the remaining assets and properties of the corporation, subject to any remaining unpaid liabilities and with the exception of a reasonable amount of cash to be retained for payment of unascertained or contingent liabilities and expenses, to the stockholders of the corporation in consideration for the complete cancellation and redemption of all of their capital stock. The corporation shall distribute the assets and properties among the stockholders according to their respective rights and interests, on or before September 31, 1998.

6. Any reserve retained to pay unascertained or contingent liabilities and expenses shall be specifically set aside for such purpose and shall be reasonable in relation to the items involved. Any balance remaining in such reserve after the payment of such claims shall be distributed to the stockholders according to their respective rights and interests, and in no event shall any part of the reserve revert back to the corporation.

7. If the properties of the corporation consist of real property, such real property shall be distributed and transferred to the stockholders by deed and the deed shall be recorded. Each stockholder will agree to assume his prorata share of the remaining unpaid liabilities, accept his interest in the real estate subject to a prorata portion of the mortgage thereon, if any, and will surrender all of his stock for cancellation.

8. As soon as practical, after all liabilities and obligations of the corporation have been paid or discharged, or adequate provision has been made therefor, and all of the remaining property and assets have been distributed to the stockholders in exchange for their capital stock, the corporation shall file Articles of Dissolution for the corporation and shall take all the other necessary steps to voluntarily dissolve the corporation pursuant to the requirements contained in Chapter 607 of the Florida Statutes. The officers of the corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

9. The officers and directors are hereby empowered, authorized and directed to carry out the provisions of this plan, and to adopt any further resolutions, to execute and file all documents, and to take such other actions as they may deem necessary or appropriate to effectuate the intent of the stockholders and directors to liquidate and dissolve the corporation pursuant to Section 331 of the Internal Revenue Code and Chapter 607, Florida Statutes.

**CERTIFIED COPY OF RESOLUTIONS OF  
AQUA TERRA MANAGEMENT, INC.  
ADOPTING A PLAN OF  
COMPLETE LIQUIDATION AND DISSOLUTION**

The undersigned, as President and Secretary of AQUA TERRA MANAGEMENT, INC., a Florida corporation, do hereby certify that the following is a true and correct copy of the resolutions duly passed and unanimously adopted and consented to on the 6th day of August, 19 98, by all of the stockholders and all of the director of the corporation, by written consent in lieu of a special meeting, as authorized by Sections 607.134 and 607.394 of the Florida Statutes.

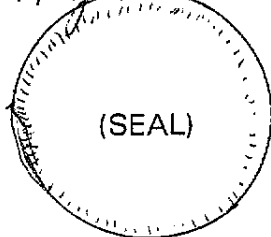
**RESOLVED AS FOLLOWS:**

1. In the judgment of the Board of Directors and the stockholders of the corporation, it is deemed advisable and for the benefit of the corporation and its stockholders that the corporation be completely liquidated pursuant to Section 331 of the Internal Revenue Code of 1986, as amended, and dissolved in accordance with Chapter 607 of the Florida Statutes.

2. The corporation shall be liquidated and dissolved pursuant to the Plan of Complete Liquidation and Dissolution set forth on the attached Exhibit A, and the same is hereby adopted by each of the undersigned.

Further, we certify that the above resolutions are still in full force and effect and have not been revoked.

In Witness Whereof, we have hereunto set our hands as President and Secretary of the corporation and affixed the corporate seal this 6th day of August, 1998.



**AQUA TERRA MANAGEMENT, INC.**

By: Valerie L. Lee  
VALERIE L. LEE, as President

By: James M. Lee  
JAMES M. LEE, as Secretary