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CERTIFICATION

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December 10, 2001

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Tallahassee, Florida 32304

000004745640--5  
-12/31/01--01092--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Dissolution of GAINESVILLE SOD, INC.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Dissolution of GAINESVILLE SOD, INC. and Agreement and Plan of Liquidation between the Shareholders and GAINESVILLE SOD, INC., which sets forth the written consent of the Shareholders. The documents are filed in compliance with Florida Statute Section 607.1402, along with a check for \$43.75 (\$35.00 filing fee and \$8.75 for a certified copy).

Please make the effective date December 10, 2001. After the original has been filed, please certify the copy and return it to me.

Sincerely,

Walter M. Tovkach

Walter M. Tovkach

(WMT)

WMT:kat

Enclosures

FILED  
01 DEC 31 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Called 1/8/02 to advised  
we could not file as of  
12/10/01, got no return call.

oldis

T. LEWIS JAN 10 2002

ARTICLES OF DISSOLUTION  
OF  
GAINESVILLE SOD, INC.

FILED  
01 DEC 31 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1401, 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned of the corporation hereinafter named, adopted the following Articles of Dissolution.

1. The date of issuance of GAINESVILLE SOD, INC., Certificate of Incorporation was April 2, 1997.

2. The names and addresses of its officers are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL TROIANO President	4802 SW 85 <sup>th</sup> Avenue Gainesville, FL 32614
MICHAEL TROIANO Secretary	4802 SW 85 <sup>th</sup> Avenue Gainesville, FL 32614

3. The names and addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL TROIANO	4802 SW 85 <sup>th</sup> Avenue Gainesville, FL 32614

4. No remaining property or assets have been distributed to the shareholders.

5. A statement of intent to dissolve is hereby attached along with adoption of such resolution by the shareholders of GAINESVILLE SOD, INC.

DATED: December 10, 2001.

GAINESVILLE SOD, INC.

By: \_\_\_\_\_

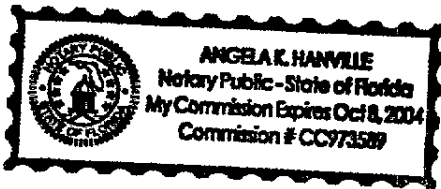
MICHAEL TROIANO  
President

By: \_\_\_\_\_

MICHAEL TROIANO,  
Secretary

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11 day of December, 2001 by MICHAEL TROIANO as President and Secretary of GAINESVILLE SOD, INC.



Angela K. Hanville  
Notary Public, State at Large  
Print Name:  
My Commission Expires:  
My Commission Number is:

Personally Known ✓

Produced Identification \_\_\_\_\_

Type of Identification \_\_\_\_\_

**AGREEMENT AND PLAN OF LIQUIDATION BETWEEN  
THE SHAREHOLDERS AND  
GAINESVILLE SOD, INC.**

AGREEMENT AND PLAN OF LIQUIDATION made this 11 day of December, 2001, between the Shareholders and GAINESVILLE SOD, INC., a Florida corporation (hereinafter called the "Corporation").

WHEREAS, one hundred (100%) percent of the Shareholders owning all of the issued and outstanding capital common stock of the Corporation wish to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the General Corporation Act of the State of Florida and Section 336 of the Internal Revenue Code;

NOW, THEREFORE, the parties hereto hereby agree as follows:


1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than December 10, 2001, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholders hereby authorize the officers of the Corporation to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.
3. The Shareholders hereby authorize the officers of the Corporation to file a Certificate of Dissolution signed by the Stockholders of the Corporation with the Secretary of the State of the State of Florida and all proper federal forms with the Internal Revenue Service.
4. The Shareholders hereby resolve that after providing for all the proper debts of the Corporation, there are no remaining assets of the Corporation, to be distributed to the stockholders of the Corporation.
5. The Shareholders hereby authorize the officers to commence such liquidation immediately, and that its subsequent dissolution of all its assets be completed as soon as practicable, but in no event later than December 10, 2001.

6. The Shareholders hereby authorize the proper officers to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the parties hereby have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

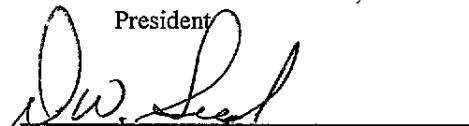
ATTEST:

By:   
MICHAEL TROIANO,  
Secretary

  
MICHAEL TROIANO,  
Shareholder

GAINESVILLE SOD, INC.

By:   
MICHAEL TROIANO,  
President

  
DAVID W. SEEDS  
Shareholder