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DISSOLUTION  
SHOAL RIVER GARDENS, INC.

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ARTICLES OF DISSOLUTION  
OF  
SHOAL RIVER GARDENS, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, the undersigned, being the majority of the Directors of the corporation adopt the following articles of dissolution:

- 1. The name of the corporation is SHOAL RIVER GARDENS, INC.
- 2. The articles of incorporation were filed on December 19, 1997. The names and respective address of the officers of the corporation are as follows:

Lawrence H. Crow                      President, Secretary, Treasurer  
385 Stahlman Avenue  
Destin, FL 32540

- 3. The names and respective address of the director of the corporation are as follows:

Lawrence H. Crow  
385 Stahlman Avenue  
Destin, FL 32540


- 4. Dissolution was authorized on November 29, 2001, by unanimous vote of the shareholders.

- 5. The number of votes cast for dissolution was sufficient for approval.
- 6. All liabilities and obligations of the corporation have been paid.
- 7. All the property and net assets of the corporation remaining after the winding up of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

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

- 9. Adoption of Dissolution: A resolution to dissolve the corporation having been duly adopted by a majority of the directors on November 29, 2001. A copy of the resolution is attached to these articles.

Dated this the 27<sup>th</sup> day of December, 2001.

  
Lawrence H. Crow, Director, President  
and Secretary of Shoal River Gardens, Inc.

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SHOAL RIVER GARDENS, INC.  
DIRECTORS' RESOLUTION AUTHORIZING LIQUIDATION  
AND DISTRIBUTION

WHEREAS, the shareholders of SHOAL RIVER GARDENS, INC., adopted a resolution to dissolve the Corporation on 11/29/01, and authorized the directors to dissolve and liquidate the Corporation;

WHEREAS, the Corporation was dissolved pursuant to this resolution on 11/29/01

RESOLVED, that this Board authorizes and directs the and Secretary of the Corporation to take all actions necessary to wind up and liquidate the business and affairs of the Corporation, including the leasing, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident to the winding up and liquidation of the Corporation, including any reports, tax returns, certificates, and affidavits required by any federal, state, or local government, including the Internal Revenue Service, in connection with or by reason of the Corporation's liquidation.

RESOLVED FURTHER, that the President and Secretary are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, President and Secretary are authorized and directed to distribute the remainder of the Corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to file all documents required by law to be filed in order to effect the dissolution of the Corporation.

The undersigned, being all of the directors of the Corporation, authorize, by their signatures, the foregoing resolution.

Executed on the 29 day of NOV, 2001

Lawrence H. Crow

[Signature]  
WITNESS

LAWRENCE H. CROW

[Signature]  
WITNESS

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