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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY 11 PM 12:15

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5-18-09

**Gary S. Edinger
& Associates, P.A.**

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305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

May 5, 2009

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Dissolution of Jerry's Byron Corporation

Dear Sir or Madam:

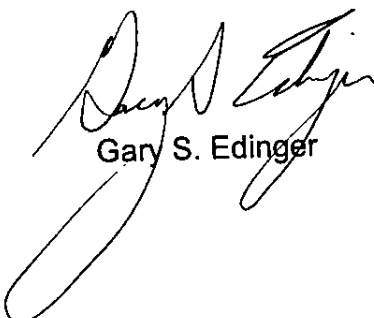
Enclosed are the original and one copy of the Articles of Dissolution for the above-referenced Florida corporation. Also enclosed is a check in the amount of \$52.50, representing payment of the following items:

Filing Fee - Dissolution	\$35.00
Certified Copy Fee	\$8.75
Certificate of Status Fee	\$8.75
	<hr/>
TOTAL	\$52.50

Please file the enclosed Articles of Dissolution and return a certified copy and certificate of status to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

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Enclosures

ARTICLES OF DISSOLUTION
OF
JERRY'S BRYON CORPORATION

FILED
09 MAY 11 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, and particularly §607.1406(10), the undersigned Corporation adopts hereby these Articles of Dissolution.

ARTICLE I

The name of the Corporation is JERRY'S BYRON CORPORATION

ARTICLE II

The names and respective addresses of its officers are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
ASHER G. SULLIVAN, III	President	3456 S.W. 42nd Avenue Suite A Gainesville, FL 32608

ARTICLE III

The names and address of its Director is as follows:

<u>Name</u>	<u>Address</u>
GARY S. EDINGER	305 N.E. 1st Street Gainesville, FL 32601

ARTICLE IV

All known claims and obligations, including all contingent, conditional or

unmatured claims have been paid in full. The Corporation has no further assets which could be applied to unknown claims.

ARTICLE V

All remaining assets have been or will be distributed to the shareholders according to their respective rights and interests.

ARTICLE VI

There are no actions pending against the Corporation in any court.

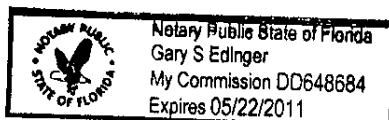
ARTICLE VII

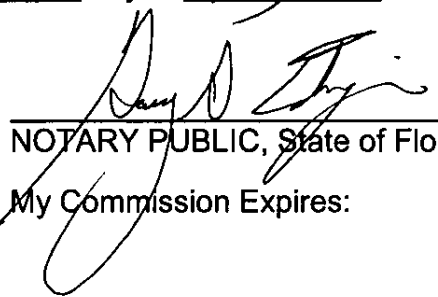
The Shareholders approved a Resolution to dissolve the Corporation on August 1, 2008, a copy of which is attached as Exhibit "A" to these Articles.


ASHER G. SULLIVAN, III, President

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared ASHER G. SULLIVAN, III who is personally known to me and who acknowledged before me that he signed the foregoing Articles on behalf of the said corporation in his capacity as its President on this 5th day of May, 2009.




NOTARY PUBLIC, State of Florida

My Commission Expires:

SHAREHOLDERS' RESOLUTIONS
APPROVING LIQUIDATION OF JERRY'S BYRON CORPORATION

WHEREAS, at a special meeting of the Board of Directors of JERRY'S BYRON CORPORATION duly held on July 1, 2008, upon appropriate Waiver of Notice, the Board of Directors of this corporation adopted resolutions recommending the sale of all of the Corporation's assets and the liquidation of the Corporation; and

WHEREAS, the shareholders approve of the proposed Liquidation Plan attached to the Resolution of the Board of Directors, a copy of which is attached hereto as Exhibit "A";

BE IT RESOLVED, that the Shareholders hereby ratify and approve the sale of all of the Corporation's assets to MIDDLE GEORGIA INVESTORS, LLC, pursuant to the terms, conditions and provisions of that certain Purchase and Sale Contract dated April 14, 2008, as amended;

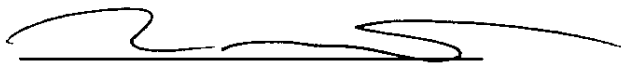
BE IT FURTHER RESOLVED, that the Liquidation Plan proposed by the Board of Directors of the Corporation be and the same is hereby approved and adopted by the shareholders of the Corporation;

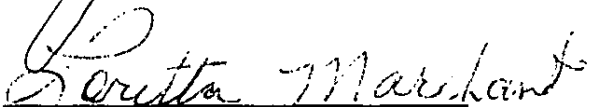
BE IT FURTHER RESOLVED, that:

1. The President and Secretary of this corporation be, and they are hereby, authorized and directed to execute and deliver to the Florida Secretary of State the appropriate Articles of Dissolution of the Corporation.
2. After payment of all known obligations, all of the cash and other assets of this corporation shall be distributed to the shareholders as provided in the aforesaid Liquidation Plan.

DATED this 1st day of August, 2008.


GARY S. EDINGER, Trustee
Shareholder


ASHER G. SULLIVAN, III
Shareholder


LORETTA MARCHANT
Shareholder

PLAN OF COMPLETE LIQUIDATION
OF
JERRY'S BYRON CORPORATION

1. PLAN OF LIQUIDATION. JERRY'S BYRON CORPORATION shall be completely liquidated in the manner stated in this plan.

2. APPROVAL AND RATIFICATION. This plan shall be deemed adopted by the Corporation upon its unanimous approval by the Board of Directors. The Board's action in adopting this plan shall thereafter be submitted to the Shareholders for ratification by the vote of all of the Shareholders of record entitled to vote thereon, at a duly called meeting of the Shareholders.

3. SALE OF ASSETS. After this plan has been adopted, and the adoption ratified in accordance with the foregoing procedure, the Corporation shall accomplish its liquidation by a sale of all of its property, inventory, assets and business on the terms and conditions of the proposed Purchase and Sale Contract by and between the Corporation and MIDDLE GEORGIA INVESTORS, LLC.

4. PAYMENT OF LIABILITIES. It is anticipated that all of the liabilities of the Corporation, including the mortgage on the subject premises, will be paid through application of the closing proceeds at the time of closing.

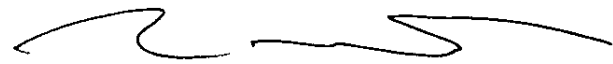
5. CESSATION OF BUSINESS. The Corporation shall cease doing business immediately upon the closing of the sale of its assets, except to the extent required to wind up its affairs, and as soon thereafter as practicable shall make a lump sum cash distribution from the proceeds of such sale pro rata

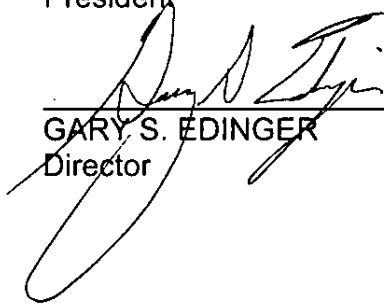
to or for the account of its Shareholders.

6. DISSOLUTION. As soon as practicable after the closing of such sale, the Corporation shall be dissolved and its corporate existence terminated in accordance with the laws of the State of Florida. Distribution of each Shareholder's pro rata portion of the net assets of the Corporation shall be made at the time of closing, or as soon thereafter as is practicable.

7. AUTHORIZATION OF NECESSARY ACTS. The Officers of the Corporation and its Board of Directors, both as Directors and as Trustees in Dissolution for the Corporation, are hereby authorized to do and perform such acts, execute and deliver such documents, and do all other things as may be reasonably necessary or advisable to accomplish this plan of liquidation and dissolution.

DATED: July 1, 2008



ASHER G. SULLIVAN, III
President

GARY S. EDINGER
Director