

P98000059155

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FILED
00 JAN 12 PM 3:28
TALLAHASSEE, FLORIDA

Denise Marie Ranieri
Corporate Legal Assistant

January 5, 2000

Via Certified Mail; Return Receipt Requested

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300003096923--9
-01/13/00-01008-004
*****43.75 *****43.75

Re: Preferred Residential Services, Inc.
Filed on July 2, 1998
Document No. P98000059155

Dear Sir or Madam:

Enclosed please find an executed Written Consent of the Shareholders and Directors in Lieu of Special Meeting of the Stockholders and Board of Directors, authorizing you to dissolve the above-referenced corporation. Please also find our firm's check in the amount of \$43.75, representing the filing fee for the dissolution (\$35.00), as well as a certified copy of the dissolution (\$8.75).

If you have any questions or require additional information, please do not hesitate to contact me directly at 561/842-3000.

Diss
1-21-00
MRS

Very truly yours,

Denise Marie Ranieri
Corporate Legal Assistant

dr/

Enclosures

cc: Ms. Judi Collins
Mr. David Mutters

Articles of Dissolution Where Business Has Commenced

(FS §§ 607.1402; 607.1403)

1. The name of the corporation is PREFERRED RESIDENTIAL SERVICES, INC.
2. Dissolution was authorized on ³¹~~15~~ day of ^{December}~~October~~, 99
3. The number of votes cast by the directors was sufficient for approval.

Dated this 1 of January, 00

PREFERRED RESIDENTIAL SERVICES,
INC., a Florida corporation

By: Judi M. Collins
Judi M. Collins - D

Attest _____

(CORPORATE SEAL)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

00 JAN 12 PM 3:28

FILED

**WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS IN
LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND
BOARD OF DIRECTORS PURSUANT TO SECTIONS §607.0704,
§607.0821 AND §607.1402 OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being all of the Stockholders and all of the Directors of **PREFERRED RESIDENTIAL SERVICES, INC.**, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043 of the Internal Revenue Code of 1954, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:


1. File form 966 within Ten (10) days after the date hereof with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent;
2. Transfer all of the assets of the corporation to the stockholders of the corporation.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
4. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida;
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors.


FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

FURTHER RESOLVED, that for the purposes of facilitating the proving of this Consent as herein provided and for other purposes, this Consent may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original. Such counterparts together shall constitute but one and the same Consent.


DATED: 1/3/99

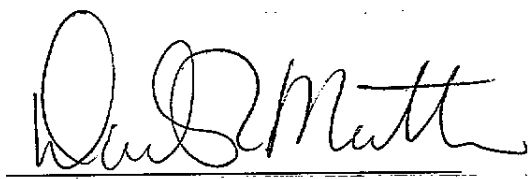
Shareholders:


Judi M. Collins


David R. Mutters

Directors:


Judi M. Collins


David R. Mutters