

P99000013584

SMITH  
SAUER  
& DEMARIA

ATTORNEYS AT LAW

March 15, 2001

*G. Thomas Smith*  
*Board Certified*  
*Real Estate Attorney*

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-03/19/01--01115--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Corporate Records Division  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

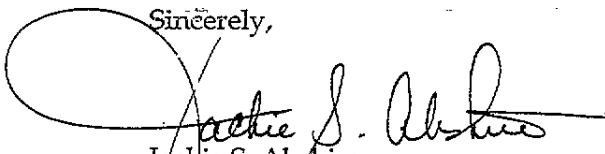
RE: Corporate Document Number P99000013584

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Dissolution for the above-referenced corporate document number together with our check in the amount of \$35.00 to cover the filing fee. We have also enclosed copies of the Waiver of Notice and Minutes of the joint meeting of Shareholders and Directors in which the resolution to dissolve was unanimously approved. Please return the copy of the Articles of Dissolution to me date-stamped as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to call us. Your time and attention to this matter are greatly appreciated.

Sincerely,

  
Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

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V SHEPARD MAR 22 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## ARTICLES OF DISSOLUTION

1. The name of the corporation is . ADMINISTRATIVE MANAGEMENT ASSOCIATION, INC.
2. The names and respective addresses of its officers are:  
  
President - Brenda J. Boulton  
Secretary - Brenda J. Boulton  
Treasurer - Brenda J. Boulton
3. The names and respective addresses of its directors are:  
  
Brenda J. Boulton
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 28th day of December, 2000.

DATED this 28th day of December, 2000.

  
President

  
Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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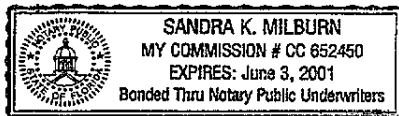
STATE OF FLORIDA

COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me by Brenda J. Boulton who is the President of Administrative Management Association Corporation and who is personally known to me ~~or produced~~

~~as identification~~ on this 28th day of December, 2000.

NOTARY STAMP:



Sandra K. Milburn

NOTARY PUBLIC

Printed Name: Sandra K. Milburn

My Commission Expires: 06/03/2001

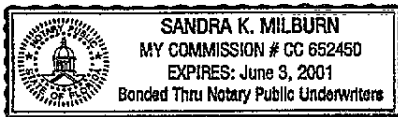
STATE OF FLORIDA

COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me by Brenda J. Boulton who is the Secretary of Administrative Management Association Corporation and who is personally known to me ~~or produced~~

~~as identification~~ on this 28th day of December, 2000.

NOTARY STAMP:



Sandra K. Milburn

NOTARY PUBLIC

Printed Name: Sandra K. Milburn

My Commission Expires: 06/03/2001

MINUTES OF THE SPECIAL JOINT MEETING OF  
DIRECTORS AND SHAREHOLDERS  
OF  
ADMINISTRATIVE MANAGEMENT ASSOCIATION, INC.

The special joint meeting of directors and shareholders of the corporation was held at 3073 Gulf Breeze Parkway, Gulf Breeze, Florida on December 28, 2000.

The following directors were present:

Brenda J. Boulton

The following shareholders were present:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Proxy</u>
Brenda J. Boulton	1,000	X	

being a quorum of the directors and a quorum of the shareholders of the corporation.

Brenda J. Boulton was elected chairman of the meeting and Brenda J. Boulton was elected secretary.

The chairman called the meeting to order and the secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors and all the shareholders of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review and upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

RESOLVED, that in the judgment of the Board of Directors and the Shareholders of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

RESOLVED, that a plan of liquidation, in accordance with Section 337 of the Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Sections 607.257 and 607.261 of the Florida Statutes, it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

RESOLVED, that the proper officers of the Corporation be, and that they hereby are, authorized and directed to file a copy of these resolutions and Articles of Dissolution with the Secretary of State of Florida;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties and assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

RESOLVED, that the corporation, upon approval of this dissolution and plan of liquidation, notify all creditors and claimants of the dissolution.

RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve-month period commencing with the date of adoption of this plan of complete liquidation; and

RESOLVED, that if the sale and distribution of all of the properties and assets of the corporation can not be consummated before the end of the twelve-month period, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.


RESOLVED, that the officers or accountants of the Corporation are authorized and directed to file all necessary tax returns, forms and resolutions with the Internal Revenue Service within the proper time limits.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

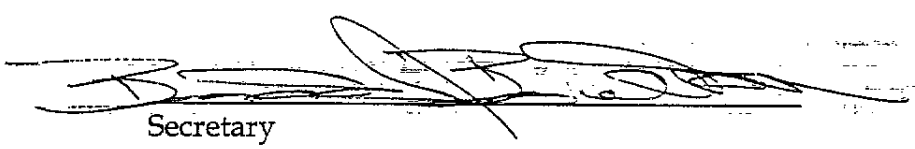
RESOLVED that the dissolution of the Corporation shall be effective as of December 28, 2000.

There being no further business before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated December 28, 2000



Chairman



Secretary

WAIVER OF NOTICE AND CONSENT TO  
THE JOINT MEETING OF THE SHAREHOLDERS  
AND BOARD OF DIRECTORS OF  
ADMINISTRATIVE MANAGEMENT ASSOCIATION, INC.

The undersigned, being all of the Shareholders and Directors of Administrative Management Association, Inc., a Florida corporation, do hereby waive all of the statutory requirements as to notice of the time, place and purpose of the Joint Meeting of the Shareholders and Directors of said corporation, and the publication thereof; agree and consent that said meeting be held on the date and at the time and place stated below; and agree and consent to the transaction of any and all business that may lawfully and properly come before said meeting. This waiver of notice and consent shall be filed with the corporate records and made a part of the minutes of the meeting.

Date of Meeting: 12/28/2000

Time of Meeting: 3:00 p.m.

Place of Meeting: Offices of Subway Development of NW Florida, Inc.  
3073 Gulf Breeze Parkway, Gulf Breeze, Florida 32561

Dated: 12/28/2000

  
Brenda J. Boulton