

MATEER & HARBERT, P.A.

ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES B. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
DAVID C. WILLIS
KURT E. THOMPSON
RICHARD J. ALLAN
THOMAS R. HARBERT
MICHAEL J. KASCH
DONALD R. ANDERSON
BRADLEY R. LYSTONE
MILDRED B. M-RUCKER

POST OFFICE BOX 2854
SUITE 600, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2016
E-MAIL ADDRESS
jlussier@mateerharbert.com

SUSAN NEISWENDER BLACK
KAREN W. WANKELMAN
BRIAN L. WAGNER
HEATH R. STOKLEY
J. THEODORE SCHATT
MARCI L. MATONIS

OF COUNSEL
LANDIS & KANE, P.A.
DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

November 11, 2000

100003468971--0
-11/17/00--01078--006
*****35.00 *****35.00


Department of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Thornton Holdings, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of Articles of Dissolution of Thornton Holdings, Inc., along with my firm's check in the amount of \$35.00. Please file the Articles of Dissolution and return to me a date-stamped copy of same. Also enclosed for your convenience is a postage-prepaid and addressed envelope for use in returning the copy. Thank you for your attention to this matter.

Very truly yours,


James R. Lussier

JRL/pd

Enclosures

cc: Jennifer Sloane (w/o encl.)

FILED
NOV 17 PM 2:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

P99000022880
+ 12/15/01
5/17/01
11-17-00

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.267, Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is THORNTON HOLDINGS, INC.
2. The names and respective address of its officers are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	David E. Bressler	The Bressler Companies 170 W. Fairbanks Avenue, Suite 102 Winter Park, Florida 32789
Secretary	David E. Bressler	The Bressler Companies 170 W. Fairbanks Avenue, Suite 102 Winter Park, Florida 32789

3. The names and respective addresses of its directors are:

<u>Name</u>	<u>Address</u>
David E. Bressler	The Bressler Companies 170 W. Fairbanks Avenue, Suite 102 Winter Park, Florida 32789

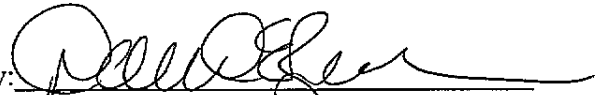
4. All debts, obligations, and liabilities of the corporation have been paid or discharged, or adequate provision has been made therefor.

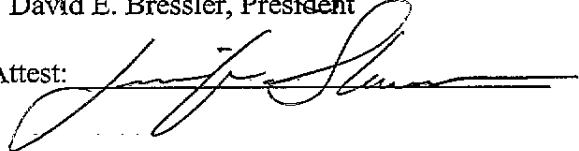
5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no suits pending against the corporation in any Court, and there are no criminal proceedings pending against it.

FILED
00 NOV 17 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. Attached hereto are copies of the resolution to dissolve and plan of dissolution adopted by the Board of Directors, and of the shareholders' written consents to the adoption of the plan pursuant to Section 607.254, Florida Statutes.

By: 
David E. Bressler, President

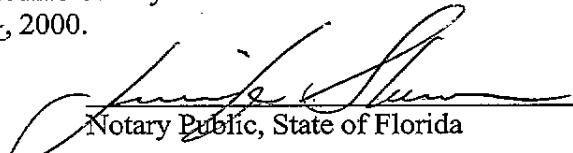
Attest: 

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared and, known to me and known by me to be the persons who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed said Articles for the purposes therein expressed.

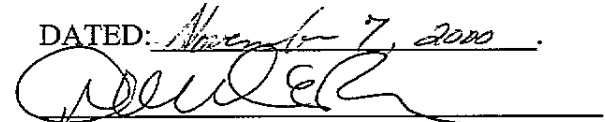
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 7 day of November, 2000.




Notary Public, State of Florida
My Commission Expires:

**CONSENT BY THE SHAREHOLDERS OF
TO THE
VOLUNTARY DISSOLUTION OF THE CORPORATION**

Pursuant to Section 607.254, Florida Statutes, the undersigned being all of the Shareholders of THORNTON HOLDINGS, INC., hereby consent to the voluntary dissolution of THORNTON HOLDINGS, INC.

DATED: November 7, 2000

David E. Bressler

**RESOLUTION OF DISSOLUTION
BY THE SOLE DIRECTOR AND
SHAREHOLDER OF
THORNTON HOLDINGS, INC.**

The undersigned, being the sole Shareholder and Director of THORNTON HOLDINGS, INC., on November 6, 2000, pursuant to Waiver of Notice, adopted the following Resolution of Dissolution:

RESOLVED: That the Plan of Complete Liquidation and Dissolution of THORNTON HOLDINGS, INC., as set forth below, is hereby adopted and approved in all respects and the officers of this Corporation are hereby empowered and authorized to put such plan into effect and to take all necessary and appropriate action to implement such plan, the terms of such Plan being:

Plan of Complete Liquidation and Dissolution of THORNTON HOLDINGS, INC.

This Plan of Complete Liquidation and Dissolution, hereinafter called "Plan", is for the purpose of effecting the complete liquidation and dissolution of THORNTON HOLDINGS, INC., hereinafter called the "Corporation", in accordance with Section 337 of the Internal Revenue Code and with the Florida General Corporation Act, Chapter 607, Florida Statutes, pursuant to the following steps:

1. **Adoption of Plan.** The Plan shall be adopted and approved by Resolution of the Board of Directors and by the Shareholder of the Corporation.
2. **Cessation of Business.** After November 6, 2000, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The Directors then in office, and at their pleasure, the officers, shall continue in office solely for that purpose.
3. **Property Distribution.** As of the date of adoption of this plan, the Corporation shall transfer and assign all assets of the Corporation subject to all liabilities of the Corporation, whether known or unknown, to the Shareholder of the Corporation, in liquidation and consideration of which transfer the Shareholder of the Corporation shall surrender for cancellation certificates representing all of the issued and outstanding shares of the capital stock of the Corporation.
4. **Shareholders' Liability.** Notwithstanding anything hereunder to the contrary, the undischarged liabilities existing at the time of the property distribution shall be paid by the Corporation's Shareholder.
5. **Dissolution.** Upon completion of the property distribution and compliance with the

provisions of the Florida General Corporation Act, the officers of the Corporation shall file appropriate Articles of Dissolution with the Secretary of State of the State of Florida.

6. Authorization for Necessary Acts. The Directors and officers of the Corporation shall carry out and consummate the Plan and shall have power to adopt all Resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business assets and affairs.

There being no further business to be transacted, the meeting was adjourned.

Dated: November 6, 2000.


David E. Bressler
Sole Director and Sole Shareholder