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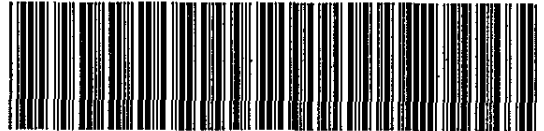
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SECURITY SECTION  
FEDERAL BUREAU OF INVESTIGATION

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December 30, 2003

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

RE: Dissolution of MTB of Northwest Florida, Inc.

Dear Sir:

I am enclosing the original and one copy of the Articles of Dissolution in connection with the liquidation of the above referenced corporation, as well as the corporate resolution passed in regard thereto. I am also enclosing our firm check to cover the cost of dissolving the corporation in question. If you need any further documentation in order to dissolve the corporation, please let me know. If you do not and if you find the enclosures in order, it would be appreciated if you would take the necessary steps to formally dissolve the corporation. If you have any questions or problems concerning this matter, please call me collect or in my absence my secretary, Kathy. Thereafter, please provide this office with a certificate evidencing that the corporation has been dissolved.

Sincerely yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.



William Scott Foster

cc: William H. Cooke

STATE OF FLORIDA )  
COUNTY OF Madison

ARTICLES OF DISSOLUTION

FILED  
03 DEC 31 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is MTB of Northwest Florida, Inc., a Florida corporation (the "Corporation").

2. The names and respective addresses of the officers of the Corporation are:

President Kenneth P. Toler, 4033 Eastwood Place, Jackson, MS

Secretary/Treasury William H. Cooke, 102 Pine Cove Lane, Madison, MS  
39110

3. The names of the Directors of the Corporation are Ken Toler, Frank Reilly and William Cooke, who are also the sole shareholders of the Corporation, whose collectively address for purposes hereof is % William H. Cooke, 102 Pine Cove Lane, Madison, MS 39110.

4. All debts, liabilities and other obligations of the Corporation have been paid or discharged or adequate provision has been made therefore.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to the shareholders of the Corporation listed above in proportion to their stock ownership.

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached. Also, this same resolution was adopted by all the Stockholders of the

Corporation on the same date that the same was adopted by the Board of Directors.

WITNESSES:

MTB of Northwest Florida, Inc.

Kimberly L. Cooke  
Print Name: Kimberly L. Cooke  
Robert Crockett  
Print Name: Robert Crockett

By: Kenneth P. Toler  
President

ATTEST:

William H. Cooke  
Its Secretary

STATE OF Mississippi  
COUNTY OF Hinds

Before me personally appeared Kenneth P. Toler and William H. Cooke, the President and Secretary, respectively, of the Corporation, and such persons acknowledged before me that such persons executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on 12-17, 2003.



Kimberly Sims  
Notary Public  
My Commission Expires:

CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of MTB of Northwest Florida, Inc., a Florida corporation (the "Corporation"), and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and all the Stockholders of the Corporation in connection with the complete liquidation of the Corporation under the Business Corporation Act of its state of incorporation.

WITNESS my hand as Secretary of the Corporation this 17 day of December, 2003.

William H. Cooke  
William H. Cooke-Secretary

STATE OF Mississippi  
COUNTY OF Hinds

Before me personally appeared William H. Cooke, the Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17 day of December, 2003.



Kimberly Sims  
Notary Public

My Commission Expires:

8-29-05

PLAN OF LIQUIDATION  
(Unanimous Written Consent of All  
Directors and Stockholders)

CORPORATION: MTB of Northwest Florida, Inc.

DATE: Effective Dec 17, 2003

The undersigned, being all the Directors and Stockholders of the Corporation, do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Corporation shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan") to be finalized in all events by December 31, 2003:

1. The President of the Corporation shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Corporation which in his reasonable judgment should be sold or liquidated to facilitate the liquidation of the Corporation, which sale shall take place by December 31, 2003 (if at all).

2. Prior to the final liquidation of the Corporation:

(a) All then known debts, obligations and liabilities of the Corporation which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Corporation, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Corporation, and (iii) attorneys' and accountants' expenses.

(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors of the Corporation, the remaining assets of the Corporation to the three Stockholders in proportion to their stock ownership.

3. The Board of Directors of the Corporation shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

4. Upon the distribution of the remaining assets of the Corporation pursuant to the Plan, the Corporation shall be dissolved pursuant to the laws of the state in which the Corporation was established (which dissolution shall take place on or before December 31, 2003).

5. The President and the Secretary, and any Assistant Secretary of the Corporation, shall be authorized, empowered and directed in the name and on behalf of the Corporation, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the President of the Corporation to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the President may deem necessary or appropriate to consummate any sale of any assets of the Corporation, or to effectuate or carry out the Plan or to effect the dissolution of the Corporation.

## WITNESSES:

1. Tina Moore  
Print: Tina Moore

+ Linda Lynchard  
Print: Linda Lynchard

1. Tina Moore  
Print: Tina Moore

+ Linda Lynchard  
Print: Linda Lynchard

1. Tina Moore  
Print: Tina Moore

+ Linda Lynchard  
Print: Linda Lynchard

Kenneth P. Toler  
Kenneth P. Toler  
DIRECTOR/STOCKHOLDER

Frank J. Reilly  
Frank J. Reilly  
DIRECTOR/STOCKHOLDER

William H. Cooke  
William H. Cooke  
DIRECTOR/STOCKHOLDER