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*W. L. Lewis
T. Lewis*

Effective Date 12/31/05

DISSOLUTION

FACILITY MANAGEMENT CORPORATION OF PENSACOLA

Certificate of Status	0
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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Facility Management Corporation of Pensacola

SECOND: The document number of the corporation (if known): H32769

THIRD: The date dissolution was authorized: December 5, 2005

Effective date of dissolution if applicable: December 31, 2005
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Shareholders
(voting group)

Signature: John F. Burns

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

John F. Burns

(Typed or printed name of person signing)

Director/Secretary/Treasurer

(Title of person signing)

Filing Fee: \$35

FACILITY MANAGEMENT CORPORATION OF PENSACOLA

—0000000—

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

—0000000—

THE UNDERSIGNED, being all of the Directors of Facility Management Corporation of Pensacola, a Florida corporation (the "Corporation"), do hereby unanimously consent, pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act, as amended, to the adoption of the following resolutions, which shall have the same force and effect as if adopted at a duly convened meeting of the Board of Directors of the Corporation at which a quorum was present and voting throughout:

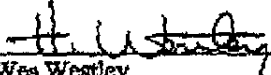
WHEREAS, the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to dissolve the Corporation.

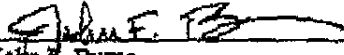
NOW, THEREFORE, BE IT HEREBY RESOLVED, that the dissolution of the Corporation is hereby approved in all respects; and further

RESOLVED, that the appropriate officers of the Corporation are authorized and directed to take any and all actions necessary or desirable to carry out the intent of the foregoing resolution.

This Unanimous Consent of the Board of Directors may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the Undersigned have executed this Unanimous Consent of the Board of Directors as of the 5th day of December, 2005.


Wes Westley


John F. Burns

SMG FACILITY MANAGEMENT CORPORATION

—0000000—

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

—0000000—

THE UNDERSIGNED, being all of the Directors of SMG FACILITY MANAGEMENT CORPORATION, a New York corporation (the "Corporation"), do hereby unanimously consent, pursuant to the provisions of Section 708(b) of the Business Corporation Law of New York, as amended, to the adoption of the following resolutions, which shall have the same force and effect as if adopted at a duly convened meeting of the Board of Directors of the Corporation at which a quorum was present and voting throughout:

WHEREAS, Facility Management Corporation of Pensacola, a Florida corporation ("Pensacola"), is a wholly-owned subsidiary of the Corporation; and

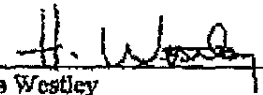
WHEREAS, the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to have the Corporation, as the sole shareholder of Pensacola, approve the dissolution of Pensacola.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the approval of the dissolution of Pensacola is hereby approved in all respects; and further

RESOLVED, that the appropriate officers of the Corporation are authorized and directed to take any and all actions necessary or desirable to carry out the intent of the foregoing resolutions, including without limitation, executing a Consent of the Sole Shareholder of Pensacola, which further approves the dissolution of Pensacola.

This Unanimous Consent of the Board of Directors may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the Undersigned have executed this Unanimous Consent of the Board of Directors as of the 5th day of December, 2005.


Wes Westley


John F. Burns

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FACILITY MANAGEMENT CORPORATION OF PENSACOLA

--0000000--

CONSENT OF THE SOLE SHAREHOLDER

--0000000--

THE UNDERSIGNED, being the sole Shareholder of Facility Management Corporation of Pensacola, a Florida corporation ("Corporation"), does hereby consent, pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, as amended, to the adoption of the following resolutions:

WHEREAS, the sole Shareholder believes it to be in the best interests of the Corporation to dissolve the Corporation.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the dissolution of the Corporation is hereby approved in all respects; and further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to take such action as they deem necessary and desirable to effectuate and consummate the dissolution of the Corporation, including without limitation, (i) executing and filing Articles of Dissolution with the Florida Department of State, (ii) executing and filing a Form 966 Corporate Liquidation and Dissolution with the Internal Revenue Service, and (iii) executing and/or filing any other documents or instruments required in order to carry out the intent and purposes of the foregoing resolutions; and further

RESOLVED, that prior to the time of the filing of Articles of Dissolution of the Corporation, this election to dissolve may be rescinded by appropriate corporate action in accordance with the provisions of Section 607.1404 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Consent of the Sole Shareholder as of the 5th day of December, 2005.

SMG Facility Management Corporation

By: John F. Burns
Name: John F. Burns
Title: Secretary