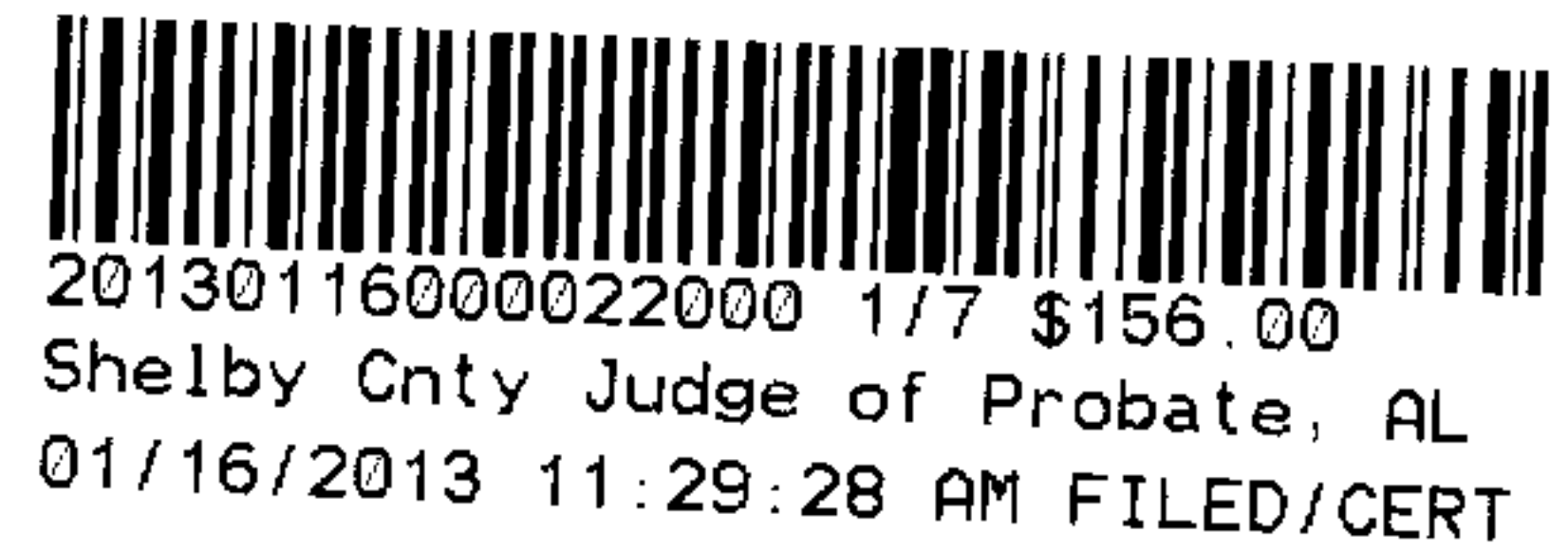


STATE OF ALABAMA

DOMESTIC BUSINESS CORPORATION
ARTICLES OF DISSOLUTION

PURPOSE: In order to dissolve a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-9.11 and 10A-2-14.03 of the Code of Alabama 1975 these Articles of Dissolution and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fees along with a certified copy of the Articles of Dissolution to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your dissolution will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation as recorded on the Certificate of Formation:

PHOENIX TURF DEVELOPMENT, INC.

2. Alabama Entity ID Number (Format: 000-000): 189 - 416 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

This form was prepared by: (type name and full address)

SUE R. SWEATT
100 VILLAGE STREET
BIRMINGHAM, AL 35242

(For SOS Office Use Only)

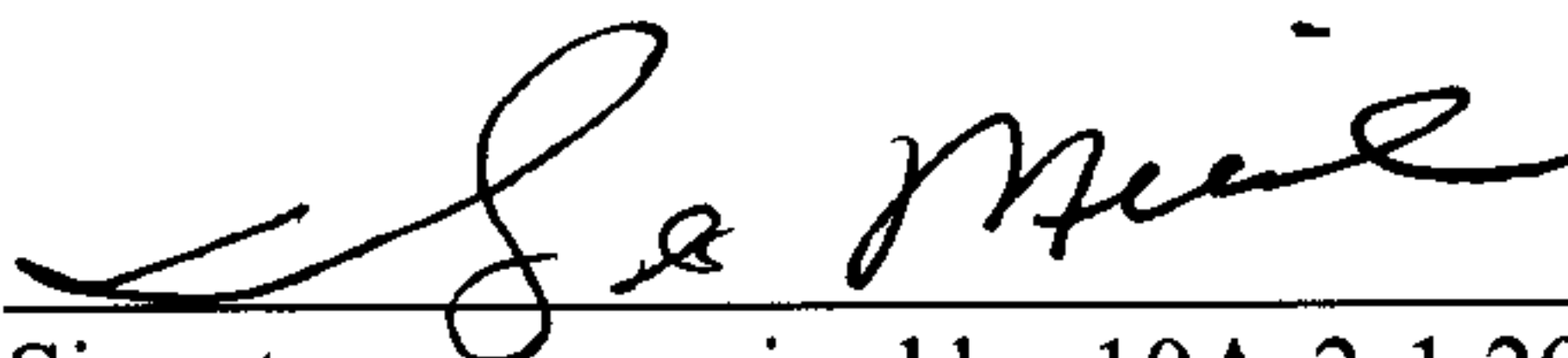
DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

3. The date the dissolution was authorized: 12 / 31 / 12 (format MM/DD/YYYY)

Item 4, 5, or 6 MUST be checked/completed with any appropriate attachments.

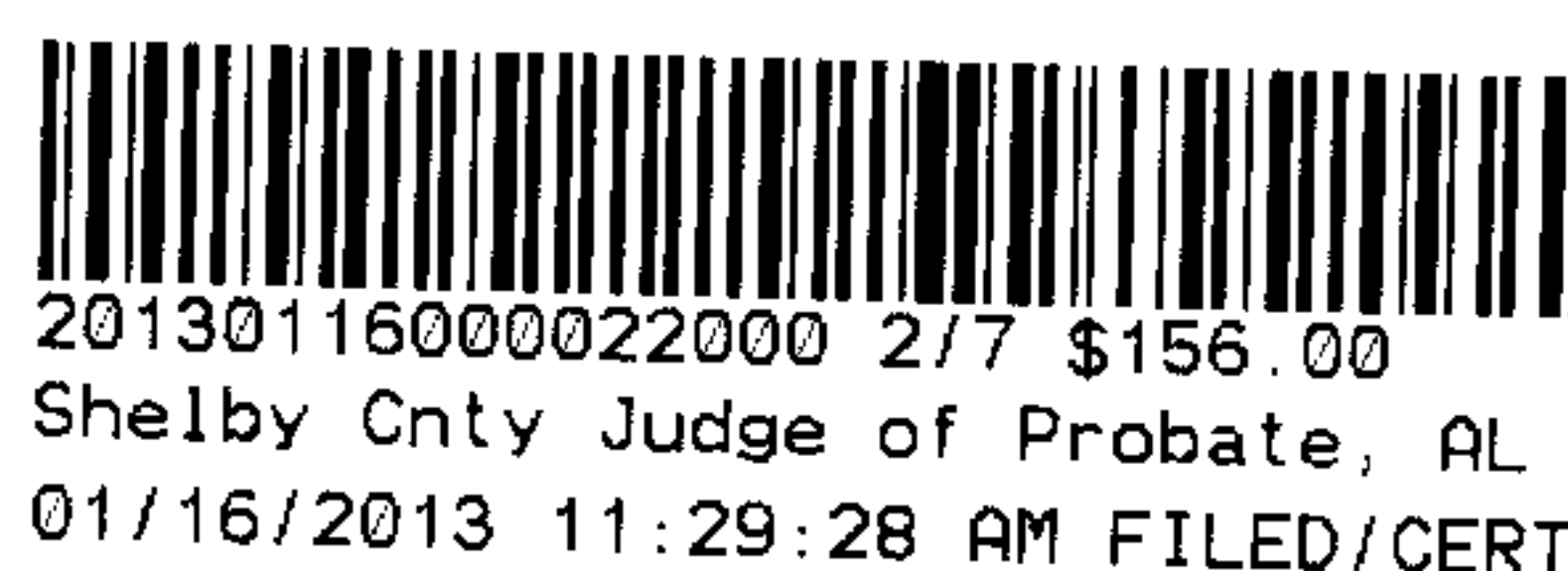
4. ☐ The dissolution was approved by the shareholders. The number of votes entitled to be cast on the proposal to dissolve was _____ (this information is required for item a or b). Complete one of the following:
- a. The total number of votes cast for dissolution was _____ and the total number of votes cast against dissolution was _____.
- b. The total number of undisputed votes cast for dissolution was _____ which was a sufficient number of votes to approve dissolution.
5. ☐ Dissolution by voting groups was required, the information required in item 4 above is provided for each voting group and is attached to and made part of this Articles of Dissolution document.
6. ☒ The dissolution was approved by written consent of all shareholders under Section 10A-2-14.02(f) and a copy of the written consent or consents signed by all the shareholders of the corporation is attached to and made part of this Articles of Dissolution document.
7. The Articles of Dissolution are effective on the date the document is recorded in the Office of the Judge of Probate. The corporation may file a Revocation of Dissolution with the Office of the Judge of Probate within 120 days of the effective date. After the 120 days for Revocation lapse, a corporation cannot revoke or reinstate it must be filed as a new Certificate of Formation.

12 / 31 / 2012
Date (MM/DD/YYYY)


Signature as required by 10A-2-1.20

IRVING D. MEISLER
Typed Name of Above Signature

AGENT - PRINCIPAL
Typed Title/Capacity to Sign under 10A-2-1.20




UNANIMOUS WRITTEN CONSENT IN LIEU OF JOINT MEETING
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
PHOENIX TURF DEVELOPMENT, INC.

Pursuant to Code of Alabama 1975, Sections 10A-2-14.02(f), 10A-2-7.04 and 10A-2-8.21, the undersigned, being all of the Shareholders and Directors of Phoenix Turf Development, Inc., a corporation organized and existing under the laws of the State of Alabama (the "Corporation"), do hereby consent to adoption of the following:

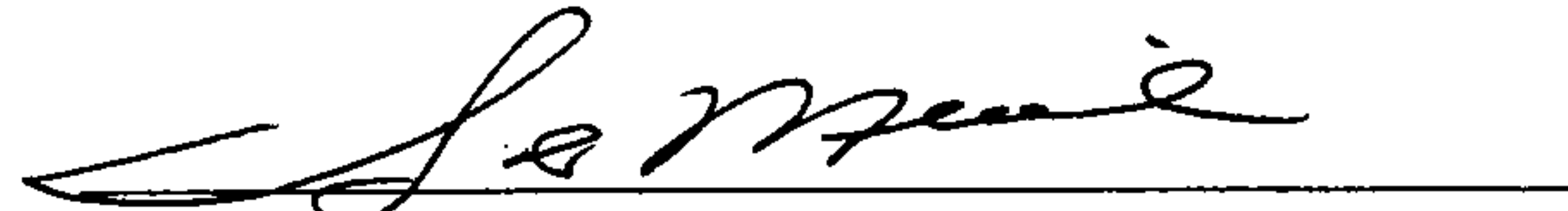
BE IT RESOLVED, That, whereas the Corporation has ceased doing business and it is advisable to dissolve the Corporation, a Plan of Liquidation and Dissolution is hereby formulated to the effect the dissolution of the Corporation in accordance with the following:

1. The President and Directors of the Corporation are hereby authorized to sell any and all of the properties of the Corporation which in their judgment should be sold to facilitate the dissolution of the Corporation.
2. After providing for all proper debts of the Corporation, the remaining assets of the Corporation shall be distributed to all of the Shareholders of the Corporation.
3. The President is hereby authorized and directed to execute and file Articles of Dissolution in the Office of the Judge of Probate of Shelby County, Alabama, being the county in which the Corporation was organized.
4. The President of the Corporation is hereby authorized and directed to file Form 966 with the Internal Revenue Service indicating the adoption of the Plan of Dissolution.
5. The President and Directors of the Corporation are authorized and directed to carry out the provisions of this Plan of Liquidation and Dissolution and to take all steps necessary to dissolve the Corporation in accordance with said Plan, and in accordance with the laws of the State of Alabama.


20130116000022000 3/7 \$156.00
Shelby Cnty Judge of Probate, AL
01/16/2013 11:29:28 AM FILED/CERT

This written consent is to be placed with the minutes of proceedings of the Corporation, and the action taken herein is as fully effective as if enacted at a meeting duly called and held.

DATED effective December 31, 2012.

A handwritten signature in dark ink, appearing to read 'Irving D. Meilser', is written over a horizontal line.

Irving D. Meilser
Shareholder and Director

(BEING ALL OF THE SHAREHOLDERS
OF THE CORPORATION.)



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Shelby Cnty Judge of Probate, AL
01/16/2013 11:29:28 AM FILED/CERT

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF DISSOLUTION
OF
PHOENIX TURF DEVELOPMENT, INC.**

In accordance with Ala. Code 10A-2-14.03 (1975), the undersigned, as President of Phoenix Turf Development, Inc., a corporation organized and existing under the laws of the State of Alabama, hereby states the following:

1. The name of the corporation is Phoenix Turf Development, Inc.
2. The Alabama Entity ID Number is 189-416.
3. The dissolution of the corporation was authorized on December 31, 2012, by written consent of all of the shareholders pursuant to Ala. Code 10A-2-14.02(f), said written consent being attached hereto as Exhibit "A".
4. These Articles of Dissolution are being filed in the office of the Judge or Probate of Shelby County, Alabama, for the purpose of reflecting such dissolution in accordance with the requirements of Ala.Code 10A-2-14.03.
5. In accordance with Ala. Code 10A-1-4.11, these Articles of dissolution shall be effective upon filing in the office of the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 31st day of December, 2012.



Irving D. Meisler
President

THIS INSTRUMENT WAS PREPARED BY:
Sue R. Sweatt
100 Village Street
Birmingham, AL 35242




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Shelby Cnty Judge of Probate, AL
01/16/2013 11:29:28 AM FILED/CERT

EXHIBIT A


**WRITTEN CONSENT OF SHAREHOLDERS
TO DISSOLUTION
OF
PHOENIX TURF DEVELOPMENT, INC.**

The undersigned, being all of the shareholders of Phoenix Turf Development, Inc., a corporation organized and existing under the laws of the State of Alabama, pursuant to Ala. Code 10A-2-14.02(f), hereby consent to the dissolution of the corporation, and do hereby authorize an officer of the corporation to execute Articles of Dissolution, to file the same in the office of the Judge of Probate of Shelby County, Alabama, and to take such other and further action as may be necessary to carry out the provisions of the Alabama Business Corporation Law in order to effect the ultimate dissolution of the corporation.

DATED December 31, 2012.


Irving D. Meisler

(BEING ALL OF THE SHAREHOLDERS
OF THE CORPORATION)


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Shelby Cnty Judge of Probate, AL
01/16/2013 11:29:28 AM FILED/CERT

PRESIDENT'S CERTIFICATE

I, the undersigned, as President of **Phoenix Turf Development, Inc.**, an Alabama corporation, hereby certify that the attached is a true and correct copy of all resolutions adopted by all of the Shareholders and the Board of Directors of said corporation by Unanimous Written Consent dated December 31, 2012. I further certify that said resolutions have not been revoked or rescinded and are in full force and effect.

Given under my hand the 31st day of December, 2012.



Irving D. Meisler
President



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Shelby Cnty Judge of Probate, AL
01/16/2013 11:29:28 AM FILED/CERT