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ACCOUNT NO. : 072100000032

REFERENCE : 526077 10463A

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 43.75

ORDER DATE : December 22, 1999

ORDER TIME : 11:43 AM

ORDER NO. : 526077-005

300003078153-5

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln  
Cohen Norris Scherer  
Suite 400  
712 U.S. Highway 1  
North Palm Bch, FL 33408-7146

DOMESTIC FILINGS

NAME: ADDICTION CHOCOLATIER, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 22 PM 2:48

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 DEC 22 PM 12:11

RECEIVED

C. COULLETTE DEC 23 1999

ARTICLES OF DISSOLUTION  
OF  
ADDICTION CHOCOLATIER, INC.

1. The name of the corporation is ADDICTION CHOCOLATIER, INC.
2. The names and addresses of its officers are:

<u>Name</u>	<u>Address</u>
Fern Sandra Davis, President	484 Mariner Drive Jupiter, FL 33477
Alvin Davis, Vice President	484 Mariner Drive Jupiter, FL 33477

3. The names and addresses of its directors are:

Fern Sandra Davis	484 Mariner Drive Jupiter, FL 33477
Alvin Davis	484 Mariner Drive Jupiter, FL 33477

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, if any, 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.
7. An executed copy of the written consent to dissolve is attached effective December 31, 1999. Such written consent has been signed by all shareholders of the corporation.

DATED: This 21<sup>st</sup> day of December, 1999.

  
Fern Sandra Davis, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME personally appeared FERN SANDRA DAVIS, President of ADDICTION CHOCOLATIER, INC., a Florida corporation, and who is personally known to me or who has provided \_\_\_\_\_ as identification and who did (did not) take an oath, and who acknowledged before me that she executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 21<sup>st</sup> day of December, 1999.

NOTARY PUBLIC:

Sign: Arlene Wilcox-Robinson

Print: Arlene Wilcox-Robinson  
Notary Public, State of

Florida

My commission expires:

sagotchocolatierdiss.art



**WRITTEN CONSENT OF THE STOCKHOLDERS IN  
LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS  
OF  
ADDICTION CHOCOLATIER, INC.**

The undersigned, being all of the stockholders of ADDICTION CHOCOATIER, INC., in accordance with Florida Statutes Section 607.394, hereby take the following actions by written consent in lieu of a Special Meeting of the Stockholders:

BE IT RESOLVED, that the corporation be liquidated effective December 31, 1999, in accordance with the provisions of Section 336 and 338 of the Internal Revenue Code of 1986, as amended or replaced; and

FURTHER RESOLVED, that the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File Form 966 within 30 days after the date hereof with the District Directors of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent;
2. Transfer all of the assets, if any, of the corporation to the stockholder(s) of the corporation, subject to any unpaid liabilities in reduction and in cancellation of all the outstanding stock of the corporation;
3. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida;
4. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors; and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and same are hereby ratified and confirmed in all respects.

DATED: December 21, 1999.

  
Fern Sandra Davis