

# S28815

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## DISSOLUTION OR WITHDRAWAL

KJ HOLDINGS, INC.

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ARTICLES OF DISSOLUTION  
OF  
KJ HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

1. The name of this corporation is KJ HOLDINGS, INC.
2. KJ HOLDINGS, INC. elected to dissolve pursuant to the Written Consent of its sole Shareholder, which Written Consent was effective as of August 18, 2008. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 30<sup>th</sup> day of September, 2008.

KJ HOLDINGS, INC.,  
a Florida corporation

By: Kathleen Wynn-Jones President  
Kathleen Wynn-Jones, President

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**WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF  
KJ HOLDINGS, INC.**

The undersigned, being the sole shareholder and the sole director of KJ HOLDINGS, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interest of the Corporation and its sole Shareholder that the Corporation be completely liquidated and dissolved;

WHEREAS, the Board of Directors of the Corporation deems it advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended;

WHEREAS, the sole Shareholder of the Corporation deems it advisable and in the Shareholder's best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented by the Board of Directors of the Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the sole Shareholder, in cancellation of the Corporation's shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, then the officers shall arrange for the distribution of any unused balance of such reserve to the sole Shareholder as soon as practicable.
4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation file Form 966, Corporate Dissolution or Liquidation,

with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolutions.

Effective Date: August 18, 2008.

Sole Shareholder:

Sole Director:

Kathleen Wynn-Jones Revocable Trust

*Kathleen Wynn-Jones*  
Kathleen Wynn-Jones

By: *Kathleen Wynn-Jones, Trustee*  
Kathleen Wynn-Jones, Trustee