

295295

Robert Bruce Snow, P.A.

ATTORNEY AT LAW

112 NORTH ORANGE AVENUE

BROOKSVILLE, FLORIDA 34601

TELEPHONE (352) 796-1441

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March 30, 1999

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

500002842705--7  
-04/19/99-01001-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Dissolution of B & S, Inc.

To Whom It May Concern:

Enclosed herewith you will find all documents necessary in connection with the above referenced corporation which was dissolved on or about March 17, 1999, for filing with your office.

Thanking you for your attention and cooperation.

Sincerely,

*Robert Bruce Snow*  
Robert Bruce Snow

RBS:kes

Signed in his absence to avoid a delay.

Enclosures  
cc: Robert Osborn, C.P.A.

FILED  
99 APR 16 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TLL APR 6 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 6, 1999

ROBERT BRUCE SNOW, ESQ.  
112 NORTH ORANGE AVENUE  
BROOKSVILLE, FL 34601

SUBJECT: B & S INC  
Ref. Number: 295295

We have received your document for B & S INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 899A00017340

RECEIVED  
99 APR 16 AM 8:29  
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

TO: Department of State  
Tallahassee, FL 32304

FILED  
99 APR 16 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607-267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is B & S, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:  
Joyce R. Stenholm, President, P.O. Box 577, Brooksville, FL 34605-0577  
James T. Stenholm, Secretary, P.O. Box 577, Brooksville, FL 34605-0577
3. The names and respective addresses of the Directors of the corporation are as follows:  
Joyce R. Stenholm, President, P.O. Box 577, Brooksville, FL 34605-0577  
James T. Stenholm, Secretary, P.O. Box 577, Brooksville, FL 34605-0577
4. All liabilities and obligations of the corporation have been paid or discharged.
5. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
6. There are no actions pending against the corporation in any court.
7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

Dated March 17, 1999.

B & S, Inc.

By:

Joyce R. Stenholm  
JOYCE R. STENHOLM

Attest:

James T. Stenholm  
JAMES T. STENHOLM

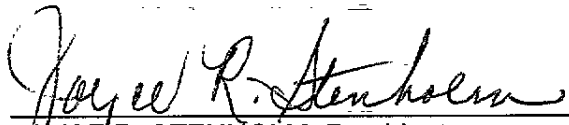
### PLAN OF LIQUIDATION

1. That the Corporation, by and through its duly authorized officers, shall immediately commence distributing the assets of the Corporation to the stockholders of the Corporation for and in complete cancellation of its stock in order that the Corporation will be completely liquidated with such distribution to begin on the date hereof and to be completed on or before the 30<sup>th</sup> day of March, 1999; provided, however, that notwithstanding anything else herein contained to the contrary, the appropriate officers of the Corporation are authorized and hereby directed to set aside such cash money as they in good faith deem advisable and such cash money as they in good faith deem advisable and reasonable to pay any unascertained or contingent liabilities and expenses of the Corporation following the liquidation.

2. That by March 30, 1999, the appropriate officers of the Corporation shall take any actions necessary to insure that the complete liquidation of the corporation herein provided shall qualify as such pursuant to the provisions of former Section 333 of the Internal Revenue Code of 1954, according to the transitional rules contained in the Internal Revenue Code of 1986, such actions to include (without limitation, the preparation of Internal Revenue Forms 966 and 964-A on behalf of the corporation and Internal Revenue Form 964 on behalf of the stockholders of the corporation, and the timely filing of same.

3. That the appropriate officers of the corporation shall not take any action to formally dissolve the corporation pursuant to the applicable provisions of the laws of the State of Florida, it being the intent of the undersigned that the corporation be dissolved by operation of the laws of the State of Florida for failure to file the next Annual Report of the corporation when next due as required by the laws of the State of Florida. It is understood and herein made explicit, however that the failure of the corporation to be formally dissolved under the applicable laws of the State of Florida prior to March 30, 1999, shall in no way alter the fact that the corporation shall be completely liquidated on or before March 30, 1999.

4. That the officers of the corporation are authorized and hereby directed to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation of the corporation and to fully effectuate the purposes of this resolution.

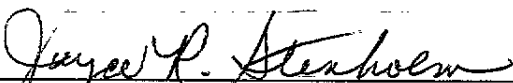
  
JOYCE R. STENHOLM, President

  
JAMES T. STENHOLM, Secretary

**CERTIFICATION OF RESOLUTION TO LIQUIDATE**

**B & S, INC.**

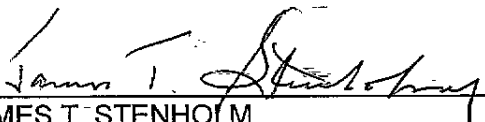
I, JOYCE R. STENHOLM, President of B & S, Inc. do hereby certify that the resolutions attached hereto are true and correct copies of those resolutions approved and adopted by the Board of Directors and Stockholders by unanimous written consent on March 17, 1999.

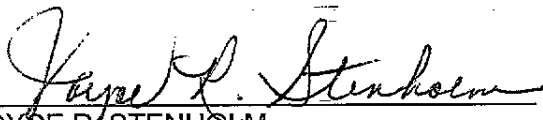
  
JOYCE R. STENHOLM, as President

**WAIVER OF NOTICE**

The undersigned Directors of B & S, Inc. waive notice of the foregoing "Special Meeting of the Board of Directors and consent to the holding of that meeting at the time and place specified.

March 17, 1999.

  
\_\_\_\_\_  
JAMES T. STENHOLM

  
\_\_\_\_\_  
JOYCE R. STENHOLM

**MINUTES OF SPECIAL MEETING**

**DIRECTORS OF B & S, INC.**

A special meeting of the Board of Directors was held at the office of the corporation on  
March 17, 1999.

The following Directors were present:

James T. Stenholm and Joyce R. Stenholm

Both of the Directors waived notice of the Special Meeting as evidenced by the signature  
of each Director to the Waive of Notice at the end of these minutes.

On a motion duly made and carried the Directors elected to dissolve the corporaiton.

No further business was transacted.

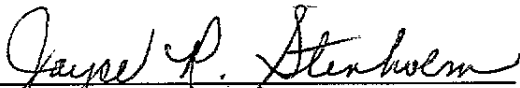
  
JOYCE R. STENHOLM, President


  
JAMES T. STENHOLM, Secretary

**DIRECTOR'S CONSENT TO PLAN OF LIQUIDATION**

The Directors of B & S, INC. hereby unanimously consent to the foregoing Plan of Liquidation.

Dated: March 17, 1999.

  
JOYCE R. STENHOLM

  
JAMES T. STENHOLM



**MINUTES OF SPECIAL MEETING  
DIRECTORS OF STENHOLM ENTERPRISES, INC.**

A special meeting of the Board of Directors was held at the office Robert Bruce Snow, P.A., Attorney At Law, 112 North Orange Avenue, Brooksville, Florida on March 17, 1999.

The following Directors were present: JOYCE R. STENHOLM and JAMES T. STENHOLM.


Also present were Robert Bruce Snow, Attorney at Law,


The officers of the corporation presented to the Board a Resolution approving a liquidation of the corporation pursuant to Section 333 of the Internal Revenue Code. The resolution attached to these minutes was, on a motion duly made and carried, adopted. The Board of Directors unanimously consented in writing to the Plan of Liquidation which consent is evidenced by the Consent attached hereto.

The stockholders of the corporation unanimously consented in writing to the Plan of Liquidation which consent is evidenced by the Consent attached hereto.

By a motion duly made and carried the Officers and Directors of the corporation were authorized to carry out the Plan of Liquidation prior to March 31, 1999.

No further business was transacted.

  
JOYCE R. STENHOLM, President

  
JAMES T. STENHOLM, Secretary