

348542

Fred Fredel  
4000 Towerside Terrace  
#1601 Tower 4  
Miami, FL 33138-2235

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
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3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-02/16/99-01008-011

\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
99 FEB 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 2 1999

Examiner's Initials

TLL



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 5, 1999

FRED FREDEL  
4000 TOWERSIDE TERRACE  
#1601 TOWER 4  
MIAMI, FL 33138-2235

SUBJECT: JO FRED, INC.  
Ref. Number: 348542

We have received your document for JO FRED, 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: 999A00005173

2/4/99

Check # 1341 enclosed \$35.00

In Thelma

RECEIVED  
59 FEB 15 AM 10:00  
DIVISION OF CORPORATIONS

FILED  
99 FEB 15 11 10 36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403 OF THE FLORIDA  
BUSINESS CORPORATION ACT OF JO FRED, INC., A FLORIDA CORPORATION**

To: Department of State  
Tallahassee, Florida 32314

Date Paid \_\_\_\_\_  
Filing Fee \$ \_\_\_\_\_

Pursuant to the provisions of Section 607.1403 of the Florida Business 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 Jo Fred, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
I. Fred Fredel	President	4000 Towerside Terrace Tower IV, #1601 Miami, FL 33138

3. The name and respective address of the director of the corporation is:  
I. Fred Fredel, 4000 Towerside Terrace, Tower IV, #1601, Miami, FL 33138
4. Dissolution was authorized on December 30, 1998.
5. The number of votes cast for the dissolution was 1,000 votes representing 1,000 shares which represents 100% of the outstanding stock entitled to vote by the shareholders of JO FRED, INC.
6. Adequate provision has been made for the payment for all of the liabilities and obligations of the corporation.
7. No property or assets remain to be distributed among the shareholders of the corporation after the payment of all debts, obligations and liabilities of the corporation.
8. There are no actions pending against the corporation in any court.
9. JO FRED, INC. elected to be dissolved by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent and resolution is attached to these articles.

Dated this 30th day of December, 1998

**JO FRED, INC.**  
A Florida corporation

By: I. Fred Fredel  
I. Fred Fredel  
As President

(jofred/articles)

## **MINUTES OF A SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS OF JO FRED, INC.**

A special meeting of stockholders of Jo Fred, Inc. was held at 4000 Towerside Terrace, Tower IV, #1601, Miami, FL, on the 30th day of December, 1998 at 10:30 AM.

The following being all of the stockholders and directors, were present:

I. Fred Fredel as Director and Stockholder of 100% (1,000 shares)  
of the outstanding stock of Jo Fred, Inc.

I. Fred Fredel, the President of Jo Fred, Inc. acting as President called the meeting to order.

A written Waiver of Notice of this meeting, signed by the stockholder and director, was then presented, read by the President and was ordered appended to these Minutes.

The Chairman then announced the purpose of this meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation, to-wit: Jo Fred, Inc. The stockholder expressed his desire to liquidate and distribute the assets, if any, of the Corporation to the stockholder.

After hearing a company accountant's explanation of the tax laws under the Internal Revenue Code, especially Section 331 thereof, and the stockholder having been advised of the Florida corporate law regarding dissolution; and after a full discussion by the stockholder and director of the Corporation; and after a report by the President of the Corporation as to the fair market value of the assets and the general financial condition, the following Resolution was unanimously adopted:

**RESOLVED**, that the following plan of liquidation, pursuant to Section 331 of the Internal Revenue Code, be and the same is hereby adopted:

- I. Within thirty (30) days after the date of this meeting, the accountants for the Corporation shall file Form 966 with the Director, Internal Revenue Service Center, attaching thereto a certified copy of the Resolution, indicating that the stockholder and director has adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue code.
- II. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholder and director pursuant to Section 331 of the Internal Revenue Code. It is projected that after payment of outstanding liabilities, there will be no distribution of assets to the shareholder.
- III. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation pursuant to Section 607.1403 of the Florida Statutes, and that the officer of the Corporation is hereby authorized to execute any and all documents necessary to effectuate such dissolution.
- IV. That the officer and director be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the

stockholder, said officer and director being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholder and director to liquidate and dissolve the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code.

There being no further business before the Meeting, The Meeting adjourned.

Date: December, 30, 1998.

Jo Fred, Inc., a  
Florida Corporation,

By



I. Fred Fredel, As President

**WAIVER OF NOTICE OF SHAREHOLDER'S SPECIAL MEETING**

This Notice of Action By Shareholder without meeting pursuant to Florida Statute 607.0704 is provided to and acknowledged by the undersigned who constitute 100% of the stockholders in Jo Fred, Inc., a Florida corporation. The undersigned acknowledge and agree that action shall be taken by the shareholder without a meeting and without prior notice to dissolve the above-named corporation, Jo Fred, Inc. effective December 30, 1998.

It is acknowledged that the undersigned, I. Fred Fredel, as the President and Director of Jo Fred, Inc. is the owner of one thousand (1,000) shares of the one thousand (1,000) shares outstanding in Jo Fred, Inc.

The action taken by the shareholder without a meeting is the dissolution of Jo Fred, Inc. pursuant to Florida Statutes and Internal Revenue Code Section 331.

1/2/99  
Date Signed

I. Fred Fredel  
I. Fred Fredel, As Owner  
of 100% of the outstanding shares  
entitled to vote of Jo Fred, Inc.

### **WAIVER OF NOTICE OF SPECIAL MEETING**

The undersigned as the owner of 100% of the outstanding stock of Jo Fred, Inc., a Florida corporation, does hereby signify by his signature below, that he consents to notice of a special meeting to be held for the purpose of dissolving and/or liquidating Jo Fred, Inc., a Florida corporation.

The undersigned acknowledges that he has been advised of a meeting to be held on the 30th day of December, 1998 for the purpose of dissolving and/or liquidating Jo Fred, Inc., a Florida corporation, and do not require and do hereby waive any statutory notice for said meeting or requirement of prior notice for said meeting which may be contained in the corporate documents of Jo Fred, Inc.

\_\_\_\_\_  
Date Signed

\_\_\_\_\_  
I, Fred Fredel, As Owner  
of 100% of the outstanding shares  
(1,000 shares) entitled to vote of  
Jo Fred, Inc.