

361615

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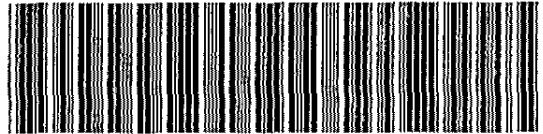
(Business Entity Name)

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04 DEC 29 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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12/29/04 Munda

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Dissolution

1.)

GAREX, Inc
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF DISSOLUTION OF GAREX, INC.

1. The name of the Corporation is GAREX, INC.
2. The names and respective addresses of its Officers are:

LEAH E. KEMPER
4100 Galt Ocean Drive
Ft. Lauderdale, FL

RICHARD F. KEMPER
8304 Burning Wood Road
Baltimore, MD 21208

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TALLAHASSEE, FLORIDA

3. The names and respective addresses of its Directors are:

LEAH E. KEMPER
4100 Galt Ocean Drive
Ft. Lauderdale, FL

RICHARD F. KEMPER
8304 Burning Wood Road
Baltimore, MD 21208

LOUISE T. KEMPER
8304 Burning Wood Road
Baltimore, MD 21208

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provisions have been made for them.

5a) All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

b) There are no actions pending against the Corporation in any Court.

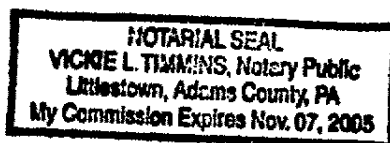
A copy of the Resolution by the Board of Directors to dissolve is attached. This Resolution was adopted by the Shareholders of the Corporation on the 7th day of September, 2004, but is to be effective September 30, 2004.

Leah E. Kemper
Richard F. Kemper

Richard F. Kemper
RICHARD F. KEMPER, PRESIDENT

SWORN TO AND SUBSCRIBED before me this 27 day of September, 2004,
by RICHARD F. KEMPER, who is ☒ personally known to me; or ☐ produced
_____ as identification.

Vickie L. Timmins
NOTARY PUBLIC



UNANIMOUS CONSENT FORM OF THE DIRECTORS
AND STOCKHOLDERS OF GAREX, INC.

The following being the Stockholders and Directors of GAREX, INC., a Florida Corporation, hereby consent to the following corporate action waiving notice hereof effective September 30, 2004.

RESOLVED, that the actions of the Directors and Officers from the last meeting until this meeting are hereby ratified and confirmed.

RESOLVED, that this plan for the complete liquidation (the "Plan") of GAREX, INC., a Florida corporation (the "Corporation"), is for the purpose of accomplishing the complete liquidation of the corporation pursuant to the provisions of Section 331 of the Internal Revenue Code of 1986 as amended. The Plan is follows:

1. This Plan is unanimously adopted thereof by the Stockholders of the Corporation.

2. The Corporation shall effect a Section 331 liquidation and subsequently be liquidated.

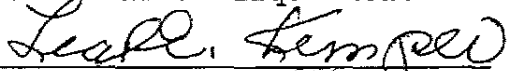
3. The transfer and assignment of all of the assets of the Corporation shall be distributed to the Stockholders after the payment of any obligations and liabilities of the corporation and this shall be consummated as expeditiously as practicable.

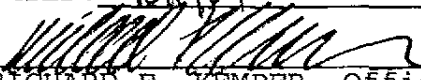
4. After the aforesaid transfers, assignments, and payments the corporation shall cease doing business as a going concern and continue its activities merely for the purpose of winding up its affairs.

5. The Corporation shall file with the Secretary of State of Florida a Certificate of Dissolution, and shall be formally dissolved in accordance with the appropriate laws of the State of Florida.

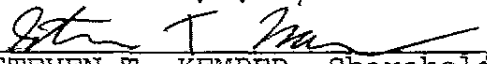
6. That the Officers and Directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the Stockholders and Directors, said Officer and Directors being authorized to adopt any subsequent resolutions to effectuate the intent of the Stockholders and Directors to liquidate the Corporation.


7. Within thirty (30) days after the date of this meeting, the Corporation shall file any necessary liquidation forms with the Director of the Internal Revenue Service, Atlanta, GA, attaching to said form a certified copy of this Resolution, indicating that the Stockholders and Directors have adopted a Plan of Liquidation.


LEAH E. KEMPER, Officer,
Director and Shareholder
DATED: 10/8/04


RICHARD F. KEMPER, Officer,
Director and Shareholder
DATED: 10/8/04


ANNE E. KEMPER, Shareholder
DATED: 10/8/04


STEVEN T. KEMPER, Shareholder
DATED: 10/8/04


ALEX I. KEMPER, Shareholder
DATED: 10/8/04

5. The Corporation shall file with the Secretary of State of Florida a Certificate of Dissolution, and shall be formally dissolved in accordance with the appropriate laws of the State of Florida.

6. That the Officers and Directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the Stockholders and Directors, said Officer and Directors being authorized to adopt any subsequent resolutions to effectuate the intent of the Stockholders and Directors to liquidate the Corporation.

7. Within thirty (30) days after the date of this meeting, the Corporation shall file any necessary liquidation forms with the Director of the Internal Revenue Service, Atlanta, GA, attaching to said form a certified copy of this Resolution, indicating that the Stockholders and Directors have adopted a Plan of Liquidation.

LEAH E. KEMPER, Officer,
Director and Shareholder
DATED: _____

RICHARD F. KEMPER, Officer,
Director and Shareholder
DATED: _____

ANN E. KEMPER, Shareholder
DATED: _____

STEVEN T. KEMPER, Shareholder
DATED: _____

X  ALEX I. KEMPER, Shareholder
DATED: 10/8/04

Gari K. Claude
X GARI K. CLAUDE, Shareholder
DATED: 10/9/04

JASON KEMPER, Shareholder
DATED: _____

CAROLYN K. GERBER S TRUST,
Shareholder
DATED: _____

LOUISE T. KEMPER, Director
DATED: _____

GARI H. CLAUDE, Shareholder
DATED: _____

X  JASON KEMPER, Shareholder
DATED: 10/9/04

CAROLYN K. GERBER S TRUST,
Shareholder
DATED: _____

LOUISE T. KEMPER, Director
DATED: _____

GARI H. CLAUDE, Shareholder
DATED: _____

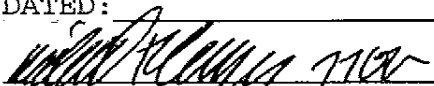
JASON KEMPER, Shareholder
DATED: _____

CAROLYN K. GERBER S TRUST,
Shareholder
DATED: _____

Joanne T Kemper
LOUISE T. KEMPER, Director
DATED: *10/7/24*

GARI H. CLAUDE, Shareholder
DATED: _____

JASON KEMPER, Shareholder
DATED: _____


CAROLYN K. GERBER S TRUST,
Shareholder
DATED: _____


LOUISE T. KEMPER, Director
DATED: _____