

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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JFL Enterprises, Inc

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00 FEB 24 PM 2:16
RECEIVED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
- ☐ Art of Inc. File
 - ☐ LTD Partnership File
 - ☐ Foreign Corp. File
 - ☐ L.C. File
 - ☐ Fictitious Name File
 - ☐ Trade/Service Mark
 - ☐ Merger File
 - ☐ Art. of Amend. File
 - ☐ RA Resignation
 - ☒ Dissolution / Withdrawal
 - ☐ Annual Report / Reinstatement
 - ☒ Cert. Copy
 - ☐ Photo Copy
 - ☐ Certificate of Good Standing
 - ☐ Certificate of Status
 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
 - ☐ Officer Search
 - ☐ Fictitious Search
 - ☐ Fictitious Owner Search
 - ☐ Vehicle Search
 - ☐ Driving Record
 - ☐ UCC 1 or 3 File
 - ☐ UCC 11 Search
 - ☐ UCC 11 Retrieval
 - ☐ Courier

G. COULLETTE FEB 24 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT
OF
JFL ENTERPRISES, INC.
formerly known as Jack Frost Laboratories, Inc.**

TO: Department of State
Tallahassee, FL 32314

Date Paid: _____
Filing Fee: _____

Pursuant to the provisions of §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 JFL ENTERPRISES, INC., formerly known as Jack Frost Laboratories, 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>
Sam E. Francis, Jr.	President/Treasurer	3414 Industrial 33rd Street Fort Pierce, FL 34946
Cynthia L. Francis	Vice-President/Secretary	3414 Industrial 33rd Street Fort Pierce, FL 34946

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Sam E. Francis, Jr.	3414 Industrial 33rd Street Fort Pierce, FL 34946
Cynthia L. Francis	3414 Industrial 33rd Street Fort Pierce, FL 34946

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TALLAHASSEE, FLORIDA

4. Dissolution was authorized on February 10, 1999.

5. The number of votes cast for dissolution was sufficient for approval.

6. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

7. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests

8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on February 10, 2000. A copy of the resolution is attached to these articles.

Dated: 2/16/00

ATTEST:

Cynthia L. Francis
CYNTHIA L. FRANCIS, Secretary

SAM E. FRANCIS, JR., President

(CORPORATE SEAL)

STATE OF NORTH CAROLINA

COUNTY OF AVERY

Before me personally appeared SAM E. FRANCIS, JR., who is personally known to me and/or who produced FL DE # 6652-785-41-201-0 as identification, and who executed the foregoing instrument as President of JFL ENTERPRISES, INC., formerly known as Jack Frost Laboratories, Inc., a Florida corporation, and who acknowledged to and before me that he executed such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 16 day of February, 2000.

(SEAL)

MELVIN D. TURLEY, JR.
Notary Public, State of North Carolina

Printed Name of Notary

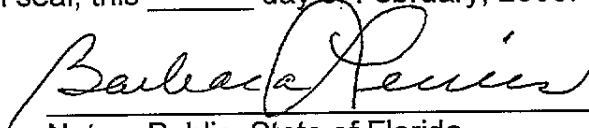
My Commission Expires: 8/9/02

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me personally appeared CYNTHIA L. FRANCIS, who is personally known to me and/or who produced DRIVER'S LICENSE as identification, and who executed the foregoing instrument as Secretary of JFL ENTERPRISES, INC., formerly known as Jack Frost Laboratories, Inc., a Florida corporation, and who acknowledged to and before me that she executed such instrument as Secretary of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 21 day of February, 2000.



Notary Public, State of Florida

(SEAL)

Printed Name of Notary

My Commission Expires

BARBARA LEWIS
MY COMMISSION # CC 655114
EXPIRES: September 5, 2001
Bonded Thru Notary Public Underwriters

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WRITTEN ACTION OF SHAREHOLDERS
of
JFL ENTERPRISES, INC.
formerly known as Jack Frost Laboratories, Inc.

Pursuant to Florida Statutes, Section 607.1402, the undersigned being the sole Shareholder of JFL ENTERPRISES, INC., formerly known as Jack Frost Laboratories, Inc., a Florida corporation, hereby takes the following action in lieu of a meeting therefor, and all statutory and bylaw requirements pertaining to time, manner and place of same are hereby waived.

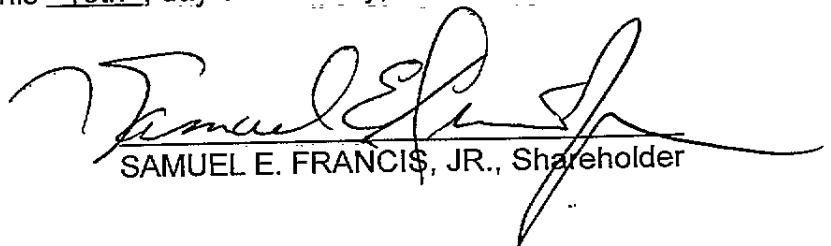
BE IT HEREBY RESOLVED, that JFL ENTERPRISES, INC., formerly known as Jack Frost Laboratories, Inc., a Florida corporation, be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED that the Plan of Complete Liquidation and Dissolution of the Company proposed by the Board of Directors at a special meeting held on the 10th day of February, 2000, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference, be and is hereby ratified, approved and adopted; and

BE IT FURTHER RESOLVED that the complete liquidation and dissolution of the Company be effected under such Plan; and

BE IT FURTHER RESOLVED that the Officers and Directors of the Company are hereby authorized, empowered and directed to do any and all things in its name and behalf which they may deem necessary or advisable to carry out the purposes and intentions of such Plan.

DATED at Fort Pierce, Florida, this 10th, day of February, 2000.


SAMUEL E. FRANCIS, JR., Shareholder

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF
JFL ENTERPRISES, INC.
formerly known as Jack Frost Laboratories, Inc.**

This Plan of Complete Liquidation, hereinafter called "the Plan," is for the purpose of effecting the complete liquidation and dissolution of JFL ENTERPRISES, INC., formerly known as Jack Frost Laboratories, Inc., a Florida corporation, hereinafter called "the Company," in accordance with Section 607.1402, Florida Statutes, pursuant to the following steps:

1. **Plan of Liquidation.** The Company has issued 3,600 outstanding shares of common stock, with a par value of Ten Dollars (\$10.00) each. The Company will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of adoption of this Plan of Complete Liquidation by the Shareholders of the Corporation.
2. **Negotiation of Terms by Officers and Directors.** The Officers and Directors of the Company are authorized, from time to time, to negotiate and to consummate sale of all or any portion or portions of the properties of the Company, on such terms and conditions as they, in their discretion, shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the Shareholders of the Company.
3. **Intermediate Distributions.** The Directors may, from time to time, authorize one or more distributions to the property of the Company, in cash or in kind, in a series of distributions and complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities to the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.
4. **Final Distribution.** Prior to the expiration of the twelve (12) month period beginning on the date of the adoption of this Plan by the Shareholders, such of the assets of the Company as have not been previously distributed, and in the opinion of the Directors need no longer be retained to meet claims or liabilities, shall be distributed to the holders of the Company's common shares.
5. **Cancellation of Outstanding Shares.** Except for the foregoing distributions, the complete liquidation shall be in exchange solely for and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the Shareholders shall, if the Directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to final distribution, and shall

surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

6. **Dissolution.** The Officers and Directors of the Company shall proceed with the voluntary dissolution of the Company pursuant to §607.1402 of the Florida Statutes, at such time, not later than twelve (12) months after the adoption of this Plan by the shareholders, as they may deem appropriate, and may withdraw the Company from qualification in any other State whenever they deem such action appropriate.

7. **Authorization to Execute and File Documents.** The Officers and Directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including a Certificate of Dissolution under the laws of the State of Florida and information returns on Treasury Department Forms 966, 1096, and 1099L, together with income tax returns and the information required by the applicable regulations.

8. **Authorization of Necessary Acts.** The Officers and Directors of the Company are hereby authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Company for any action under this Plan taken in good faith and any expenses or liabilities so incurred by them shall be that of the Company.

9. **Abandonment.** If a sale of all the properties and assets of the Company is not consummated before the end of the twelve (12) month period beginning on the date of the adoption of the Plan by the Shareholders, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

10. **Intent.** It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation under the terms of Section 331 of the Internal Revenue Code of 1986, as amended. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform its provisions to such Section 331.