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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

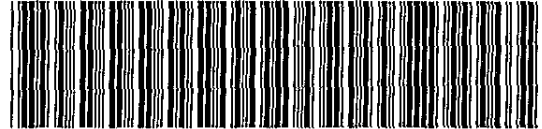
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TALLAHASSEE, FLORIDA

H. ROBERT KOLTNOW

Attorney At Law

**IMACS OFFICE CENTER
7473 N. W. 4TH Street
Plantation, Florida 33317**

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Fax (954) 791-1467
E-Mail bobkolt@aol.com**

September 13, 2004

Florida Department of State
R. A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

Attention: Division of Corporations

Re: Precision Bending Manufacturing, Inc.

Gentlemen:

The above corporation, incorporated February 23, 1978, now wishes to dissolve, and enclosed are the following executed documents:

1. Articles of Dissolution, dated August 26, 2004
2. Certificate of Corporate Resolution of Dissolution, dated August 26, 2004
3. Consent To Dissolution By Sole Stockholder, dated August 26, 2004
4. Check to your order for \$35.00

Thank you for your prompt attention.

Sincerely,


H. ROBERT KOLTNOW

HRK/cs

Encl.

ARTICLES OF DISSOLUTION

1. The name of this corporation is **PRECISION BENDING MANUFACTURING, INC.**, a Florida corporation.

2. The names and respective addresses of its officers and Directors are:

President/Director: **LEONARD MORGEN**
3710 N. 32nd Terrace
Hollywood, FL 33021

Secretary/Treasurer/
Director: **ARLINE MORGEN**
3710 N. 32nd Terrace
Hollywood, FL 33021

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. That all debts, obligations and liabilities of the corporation have been paid or discharged, or that adequate provision has been made therefor.

4. That all remaining property and assets of the corporation have been distributed to its sole stockholder.

5. That there are no actions pending against the corporation in any court.

5. The corporation has elected to dissolve by act of the corporation, and by written consent of its sole stockholder, a Certificate of said Resolution, adopted and consented to by its sole stockholder, the date of the adoption thereof, and the written consent of the sole stockholder being attached hereto.

PRECISION BENDING MANUFACTURING, INC.

By: *Leonard Morgen* (SEAL)
LEONARD MORGEN, President

Attest: *Arline Morgen* (SEAL)
ARLINE MORGEN, Secretary

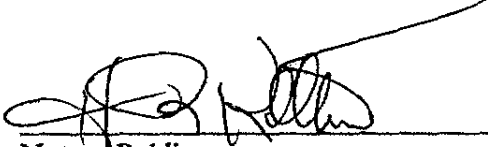
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that before me, a Notary Public of the State of Florida, at large, there personally appeared **LEONARD MORGEN** and **ARLINE MORGEN**, President and

PRECISION BENDING
MANUFACTURING, INC.
1998

Secretary, respectively, of **PRECISION BENDING MANUFACTURING, INC.**, a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged before me that they executed the same, and who produced their Florida drivers' licenses as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of August, 2004.


Notary Public
Printed Name: H. R. KOLTNOW

My Commission Expires.



H. R. Koltnow
Commission #DD221267
Expires: Jul 08, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF CORPORATE RESOLUTION OF DISSOLUTION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, **LEONARD MORGEN**, and **ARLINE MORGEN**, President and Secretary, respectively of **PRECISION BENDING MANUFACTURING, INC.**, a Florida corporation, do hereby certify as follows:

FIRST: That a Special Meeting of Directors/Stockholder was held at 7473 N. W. 4th Street, Plantation, Florida, pursuant to proper call and notice, on the 26 day of August, 2004, at which time all of the Directors and the sole stockholder of said corporation were present, and that upon motion duly made and unanimously carried, the following Resolutions were adopted:

RESOLVED, that the corporation hereby adopts a plan of complete liquidation pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended, and

RESOLVED, that in accordance with such plan of complete liquidation, the officers and directors are hereby authorized and directed to see that the following steps are undertaken:

1. The corporation shall cease its business activities except those which are required to consummate the purposes of this plan.

2. All of the assets of the corporation shall be sold for cash and all of the liabilities of the corporation shall be discharged in full.

3. That within thirty (30) days after this meeting, the corporation shall file Form 966 with the Internal Revenue Service, together with a certified copy of this resolution.

4. That after the plan of liquidation is adopted, and within the above thirty (30) days, the corporation shall make a cash distribution to **L & M Plumbing Supply, Inc.**, a Florida corporation, the sole stockholder, of all of the cash of the corporation in complete liquidation of the corporation, in redemption of and cancellation of all of the outstanding capital stock of the corporation.

5. The officers and directors of the corporation shall file Articles of Dissolution, pursuant to Chapter 607 of the Florida Statutes, with the Department of State, together with all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets; and to adopt any further resolutions that may be necessary in liquidating and dissolving the corporation in accordance with the expressed intent of the directors/shareholder under the plan adopted..

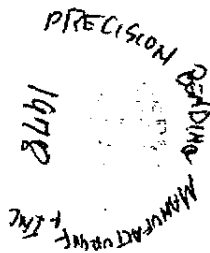
SECOND: That the above resolutions of dissolution were duly consented to by **L & M PLUMBING SUPPLY, INC.**, a Florida corporation, the sole holder of all of the outstanding capital stock of the corporation, a copy of said consent being attached hereto.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation on this 26 day of August, 2004.

PRECISION BENDING MANUFACTURING, INC.

By: Leonard Morgen
LEONARD MORGEN, President

Attest: Arline Morgen
ARLINE MORGEN, Secretary



**CONSENT TO DISSOLUTION OF
PRECISION BENDING MANUFACTURING, INC.
BY SOLE STOCKHOLDER**

L & M PLUMBING SUPPLY, INC., a Florida corporation, the sole stockholder of all of the outstanding capital stock of **PRECISION BENDING MANUFACTURING, INC.**, a Florida corporation, does hereby consent to the dissolution of said corporation in accordance with the resolution adopted by the Board of Directors at its meeting held on the 26 day of August, 2004, at 2:00 P. M., authorizing the dissolution, and with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and with Chapter 607 of the Florida Statutes.

DATED this 26 day of August, 2004.

L & M PLUMBING SUPPLY, INC.

By: Leonard Morgen
LEONARD MORGEN, President

ATTEST: Arline Morgen
ARLINE MORGEN, Secretary

L & M PLUMBING SUPPLY, INC.
1968