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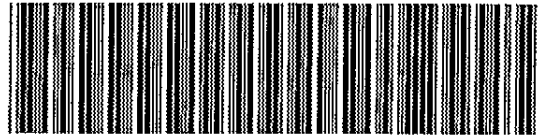
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC -2 AM 9:21

Voluntarily Dissolved

12-9-02

DC

BERNARD WOLFSON, P.A.
1508 San Ignacio Avenue, Suite 150
Coral Gables, FL 33146
Tel. 305-661-1230
Fax 305-661-0212

November 26, 2002

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: Division of Corporations
Dissolution of Bernard Wolfson, P.A.

Dear Sir/Madam:

Please find enclosed two fully executed and notarized Articles of Dissolution for the above named. Please certify one copy and return to this office. A check for your fees in the amount of \$43.75 is enclosed.

Thank you very much.

Cordially,

A handwritten signature in cursive script that reads "Bernard Wolfson /cc".

Bernard Wolfson

BW/cc
Enclosures

ARTICLES OF DISSOLUTION
OF
BERNARD WOLFSON, P.A.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 DEC -2 AM 9:21

At a Joint Special Meeting of directors and shareholders, at which meeting 100% of the directors and shareholders were present, the following was determined:

1. That Bernard Wolfson, P.A., a Florida corporation, be dissolved.
2. That the dissolution was authorized on November 22, 2002.
3. The dissolution was approved by 100% of the shareholders and that such was sufficient for approval of the dissolution.
4. That the corporation adopted the attached Plan of Dissolution to satisfy the requirements of the Internal Revenue Service with regard to dissolution and liquidation.

Dated this 26th day of November, 2002.

Attest:

President

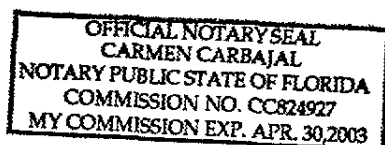
Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me and in my presence this 26th day of November, 2002, by Bernard Wolfson and Mark R. Starkman, president and secretary of Bernard Wolfson, P.A..

Notary Public, State of Florida

My commission expires:



**Minutes of Special Joint Meeting of
Board of Directors and Shareholders of
Bernard Wolfson, P.A.**

A Special Joint Meeting of the Board of Directors and Shareholders of Bernard Wolfson, P.A. was held at 1508 San Ignacio Avenue, Suite 150, Coral Gables, Florida 33146 on the 22nd day of November, 2002. The following persons constituting all of the directors and the shareholder of the Company were present:

Bernard Wolfson
Mark R. Starkman

Bernard Wolfson, sole shareholder and president of the company, reported that the purpose of the meeting was to consider the recommendation that the Company be completely liquidated and that a plan of liquidation be adopted. He further recommended that the Company consider adopting a plan of complete liquidation in distributing its assets to its shareholder pursuant to such a plan.

After full discussion, the following preambles and resolutions were adopted:

WHEREAS: The Board of Directors and the shareholder believe it to be in the best interests of the Company be liquidated.

Now, therefore, be it

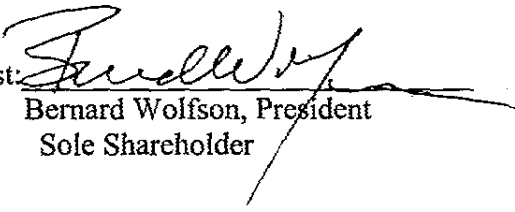
RESOLVED: That the Company be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and be it

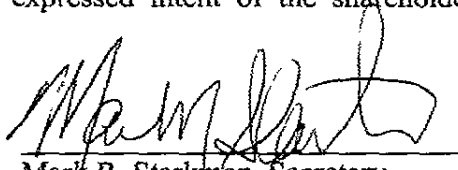
FURTHER RESOLVED: That in accordance with such plan of liquidation, the officers and directors, and counsel for the Company are authorized and directed to see:

1. that within thirty (30) days after the date of the meeting at which the shareholder adopts the plan of liquidation, counsel for the Company shall file Form 966 with the Internal Revenue Service Center, Atlanta, Georgia, together with a certified copy of this resolution;
2. that after the plan of liquidation is adopted the Company make a cash distribution to its shareholders pursuant to such plan in the amount of \$72,000, such distribution to be made not later than December 15, 2002;
3. that the Company shall proceed as far as possible to collect all accounts receivable. There are no claims against the company to be addressed or settled;

4. that the Company shall make no distribution of assets other than those set forth in Item 2 to its shareholders prior to December 15, 2002;
5. that thereafter, as soon as practical, the Company, by its duly authorized officers and directors, distribute all assets, subject to any unpaid liabilities, to the shareholder in redemption and cancellation of all the outstanding capital stock of the Company;
6. that the proper officers of the Company shall file a Certificate of Dissolution pursuant to Florida Statute Section 607.1403 with the Department of State, Division of Corporations, of the State of Florida;
7. that the proper officers and Company counsel shall file 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;
8. that specific authorization is given to Bernard Wolfson, president of the Company, to prepare, sign and forward to the Commissioner of Internal Revenue, after the final tax return has been filed for the Company, a request for prompt assessment of all federal taxes due from the Company;
9. that the officers and directors of the Company are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Company in accordance with the expressed intent of the shareholders under the plan adopted.

Attest:


Bernard Wolfson, President
Sole Shareholder


Mark R. Starkman, Secretary

This is to certify that the above and foregoing Minutes of the Special Joint Meeting of the Board of Directors and Shareholder of Bernard Wolfson, P.A. was duly conducted and unanimously approved by all of those present.

Attest:


Bernard Wolfson, President


Mark R. Starkman, Secretary