

626816

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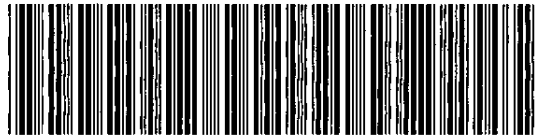
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WILLIAMS ♦ SCHIFINO

WILLIAMS SCHIFINO MANGIONE & STEADY P.A.

ATTORNEYS AT LAW

John J. Agliano

February 11, 2009

Lina C. Angelici

Jeffrey E. Appleang

Jacqueline M. Bell

Blake D. Bringgold

V. Stephen Cohen

Daniel P. Dietrich

Robin P. Keener

Joseph T. King

Allyson L. Lazzara

Ralph P. Mangione

R. Marshall Rainey

John D. Russell

John A. Schifino

William J. Schifino, Jr.

William J. Schifino, Sr.

Scott I. Steady

Robert M. Stoler

Mary B. Thomas

Kenneth C. Turkel

Shane B. Vogt

Robert V. Williams

Matthew L. Wilson

Nicole Zamora

Of Counsel

Steven M. Samaha

Florida Department of State
Division of Corporations
ATTENTION: AMENDMENTS
P. O. Box 6327
Tallahassee, Florida 32314

Re: Agliano & Associates
Document No.: 626816
Our File No.: 7755-9463

Dear Sir or Madam:

Enclosed for filing is an original Articles of Dissolution for the referenced corporation, together with our firm's check in the amount of \$35.00 payable to the Florida Department of State for the filing fee. Also enclosed is an additional copy of the Articles of Dissolution that we would appreciate your office stamping as filed and returning to us in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Sincerely,



John J. Agliano

JJA/amc
Enclosures
225880/9463

**ARTICLES OF DISSOLUTION
for
AGLIANO & ASSOCIATES, INC.
a Florida corporation**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGLIANO & ASSOCIATES, INC., a Florida for profit corporation, hereby executes and files these articles of dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act.

ARTICLE I

The name of the corporation is AGLIANO & ASSOCIATES, INC. (the "Corporation").

ARTICLE II

The sole shareholder of the Corporation approved the dissolution of the Corporation by unanimous written consent pursuant to Section 607.1402(6) effective December 31, 2008.

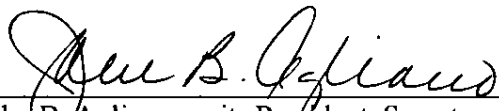
ARTICLE III

The total number of votes cast by the sole shareholder of the Corporation in favor of dissolution was sufficient to approve the dissolution of the Corporation. No voting by voting groups was required.

ARTICLE IV

The effective date of the dissolution is and shall be December 31, 2008.

Signed as of the 31st day of December, 2008.



John B. Agliano, as its President, Secretary
and Sole Shareholder

**UNANIMOUS WRITTEN CONSENT TO ACTION BY
SOLE SHAREHOLDER OF
AGLIANO & ASSOCIATES, INC., a Florida corporation**

The undersigned, being the holder of all of all the shares of capital stock of AGLIANO & ASSOCIATES, INC., a Florida for profit corporation (the "Corporation"), pursuant to Section 607.1402, Florida Statutes, does hereby unanimously consent to and take the following action in lieu of holding a meeting of shareholders of the Corporation, to have the same effect as any action taken at a duly called meeting of shareholders at which all shares were present and voting.

The authorized, issued and outstanding shares of the Corporation are owned by the undersigned as the sole shareholder of the Corporation. As a result, the undersigned owns all of the voting shares of the Corporation and, thus, a majority of the shareholders has approved and adopted this written consent to action.

The undersigned has determined that it is in the best interests of the Corporation and of the undersigned for the Corporation to be dissolved pursuant to Section 607.1402, Florida Statutes, and adopts this consent pursuant to Section 607.1402(6).

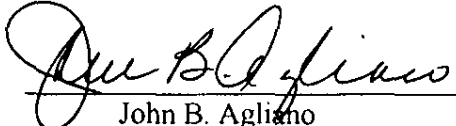
Accordingly, the undersigned shareholder, owning all of the shares of capital stock of the Corporation, approves, adopts, and determines to dissolve the Corporation.

The Bylaws of the Corporation are hereby amended so that the Corporation need not have any directors during the course of the liquidation, winding up and dissolution of the Corporation. The resignation of the undersigned, as the sole director of the Corporation, has been tendered to and is hereby accepted by the sole shareholder of the Corporation, and no replacement to the Board is elected or appointed. In the alternative, in order to effectuate the intent of this paragraph, to the extent the resignations are deemed ineffectual, the sole director is hereby terminated, without cause, from the board.

The current officers of the Corporation shall continue in their positions and shall carry out the orderly liquidation of the Corporation, including but not limited to the sale and/or distribution of any assets of the Corporation, payment of any debts, obligations or liabilities of the Corporation, payment of the Corporation's dissolution costs and expenses, and the filing of Articles of Dissolution with the Department of State for the State of Florida.

The officers are further authorized to take those actions, which the officers deem, in their discretion, to be necessary to consummate the liquidation, winding up, and dissolution of the Corporation, including executing any documents, which may be necessary.

Effective date: December 31, 2008.


John B. Agliano