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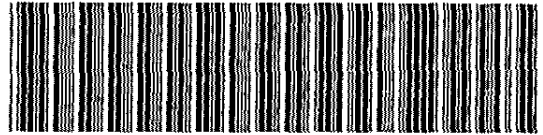
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Phyle Industries, Limited, Inc.
(Name of corporation)

DOCUMENT NUMBER: F01000004001

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Neil Wallace, Esq.

(Name of Person)

for Phyle Industries Limited, Inc.

(Firm/Company)

39 S. Main, Suite 20

(Address)

Clarkston, MI 48346

(City/State and Zip code)

For further information concerning this matter, please call:

Neil Wallace

(Name of Person)

at (248) 625-1800

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Phyle Industries Limited, Inc.

(Name of Corporation)

F01000004001

(Document Number of Corporation (if known))

Michigan

(Incorporated Under Laws of)

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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

4150 Grange Hall Road

(Mailing Address)

Holly, MI 48442

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

C. E. Phyle

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

April 3, 2004

(Date)

CHARLES E. PHYLE

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE \$35

PHYLE INDUSTRIES, LTD. UNANIMOUS CONSENT
DIRECTOR AND SHAREHOLDER
IN LIEU OF A SPECIAL MEETING

The sole Shareholder and Director of Phyle Industries, Ltd., a Michigan corporation (the "Company") do by this resolution take the following actions in lieu of Special Meeting, which resolutions are adopted by unanimous in the manner permitted by the Michigan Business Corporation Act.

A. As the sole Director of Phyle Industries Limited, Charles E. Phyle recommends to the Shareholder of the Company that it be resolved with an effective date of December 31, 2003.

B. As the sole Shareholder of Phyle Industries Limited, Charles E. Phyle, as Trustee of the Charles E. Phyle Revocable Trust of June 11, 1992, takes the following actions:

1. Phyle Industries Limited, a Michigan corporation, shall be dissolved effective as of the close of business on December 31, 2003.
2. The President and other officers of the Company are directed to take such action as may be necessary to complete this dissolution, including the filing of the final tax returns, obtaining a tax clearance certificate from the Michigan Department of Treasury, and filing with the State of Michigan a Certificate of Dissolution.
3. Any of the assets of the Company, if there are any, shall be distributed to the Shareholder.
4. The President of the Company is authorized and directed to take such other actions as may be necessary to wind up the affairs of the Company.

**Charles E. Phyle Revocable Trust of
June 11, 1992; as Shareholder**



Charles E. Phyle, Director

By: Charles E. Phyle, Its Trustee

Dated: December ____, 2003

Dated: December ____, 2003