

Florida Department of State
Division of Corporations
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Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
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**DISSOLUTION OR WITHDRAWAL
MARKET EARTH, INC.**

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**Henderson|Franklin**
ATTORNEYS AT LAW1715 Monroe Street • Fort Myers, FL 33901
Post Office Box 280 • Fort Myers, FL 33902
Tel: 239.344.1100 • Fax: 239.344.1200 • www.henlaw.com

Bonita Springs • Sanibel

Reply to:
Erin E. Houck-Toll
Board Certified Tax Lawyer
Direct Fax Number 239.344.1547
Direct Dial Number 239.344.1298
E-Mail: erin.houck-toll@henlaw.com

December 19, 2014

FILED
14 DEC 19 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**VIA FACSIMILE TO (850) 617-6380**Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301**Re: Market Earth, Inc. Application by Foreign Corporation for
Withdrawal of Authority to Transact Business or Conduct Affairs in
Florida**

Dear Sir/Madame:

Market Earth, Inc., an Illinois corporation qualified to transact business in Florida ("Market"), Document Number F13000000349, intends to withdraw its authority to transact business in Florida in order to form a Florida Profit Corporation under the name *Market Earth, Inc.*, the filing of which will be effective January 1, 2015. As a part of this action, the attached Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida is being submitted to you today, to be effective as of January 1, 2015. This withdrawal is part of an overall plan to merge Market Earth with a new Florida Corporation of the same name, effective as of January 1, 2015.

Please accept the attached Application for filing, to be effective on January 1, 2015. Should you have any further questions in this regard, please do not hesitate to contact this office.

Sincerely,


Erin E. Houck-TollEEH/mj
Enclosures

Fax Audit No.: H140002935173

EFFECTIVE AS OF JANUARY 1, 2015**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA****Market Earth, Inc.**

(Name of Corporation)

F13000000349

(Document Number of Corporation (if known))

Illinois

(Incorporated Under Laws of)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

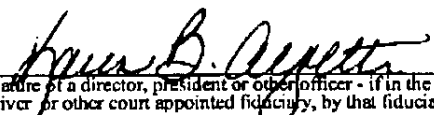
2224 First Street

(Mailing Address)

Fort Myers, Florida 33901

(City/ State /Zip)

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


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

12/19/2014

(Date)

Karen B. Allegretti

(Typed or printed name of person signing)

President

(Title of person signing)

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