

# F68368

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*51 Monroe Street*  
*Rockville, Maryland 20850*

FILED  
97 NOV -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*James F. Lopes*  
*Members of Maryland and*  
*District of Columbia*

*301-340-1900*  
*Fax 301-340-1905*

*District of Columbia*  
*Office*  
*1730 M Street, N.W.*  
*Suite 1101*  
*Washington, D.C. 20036*

October 28, 1997

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

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-11/03/97--01144--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: Voluntary Dissolution of Baobab Farms, Inc.**

To Whom It May Concern:

You will please find enclosed the following for filing with the Florida Department of State for the dissolution of the above captioned corporation:

1. Articles of Dissolution
2. Waiver of Notice of A Special Meeting of the Board of Directors
3. Minutes of the Special Meeting of the Board of Directors
4. Waiver of Notice of Special Meeting of the Stockholder
5. Minutes of the Special Meeting of the Stockholder
6. An escrow check in the total amount of Forty Three Dollars and Seventy-Five Cents (\$43.75) for the filing fee for the Articles of Dissolution and a certificate of states payable to the Department of State.

Please process these Articles of Dissolution as soon as conveniently possible and advise of the dissolved status of this corporation by forwarding a Certificate of Dissolution.

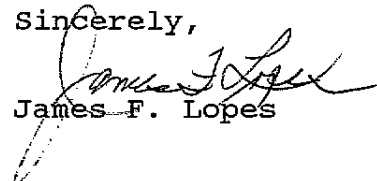
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If you should have any questions or require any additional information in this regard, please do not hesitate to contact me at any time.

Thanking you for your prompt attention to this matter, I remain

Sincerely,



James F. Lopes

JFL:mr  
Enclosures  
cc: Steven Katz  
Articles\Baobab Farms, Inc. Kat

## ARTICLES OF DISSOLUTION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Baobab Farms, Inc.

SECOND: The date dissolution was authorized: September 2, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

N/A

(voting group)

Signed this 24th day of October, 19 97

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Steven Katz and Joanne Katz

(Typed or printed name)

Steven Katz

Joanne Katz

President, Treasurer and Director

Vice President, Secretary and

(Title)

Director

**ARTICLES OF VOLUNTARY DISSOLUTION**

**OF**

**BAOBAB FARMS, INC.**

Baobab Farms, Inc., a Florida Corporation, having its principal office at 15401 S.W. 260th Street, Homestead, Florida 33030 (hereinafter referred to as the "**Corporation**"), hereby certifies to the Florida Department of State that:

**FIRST:** That the Corporation, Baobab Farms, Inc., is hereby voluntary dissolved.

**SECOND:** That the name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Florida is 15401 S.W. 260th Street, Homestead, Florida 33030.

**THIRD:** The name and address of a Resident Agent of the Corporation who shall serve for one (1) year after the dissolution and until the affairs are wound up is Steven Katz, 10081 Washington Blvd., Laurel, Maryland 20725.

**FOURTH:** The name and addresses of each Director of the Corporation are as follows:

Steven Katz  
10081 Washington Blvd.  
Laurel, Maryland 20725

Joanne Katz  
10081 Washington Blvd.  
Laurel, Maryland 20725

**FIFTH:** The name, title, and address of each officer of the Corporation are as follows:

James F. Lopes  
Attorney at Law  
Suite 1102  
One Merro Square  
51 Monroe Street  
Rockville, Maryland 20850  
301-340-1900

**President/Treasurer, Steven Katz**  
10081 Washington Blvd.  
Laurel, Maryland 20725

**Vice-President/Secretary, Joanne Katz**  
10081 Washington Blvd.  
Laurel, Maryland 20725

**SIXTH:** The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further that in the voluntary dissolution of the Corporation was, by unanimous written informal action of the duly executed by all stockholders of the Corporation duly approved by the stockholders of the Corporation by the affirmative vote of all of the votes entitled to be cast on the matter.

**SEVENTH:** That on June 30, 1997 all known creditors of the Corporation have been notified that dissolution of the Corporation has been approved by the Board of Directors and the Stockholders of the Corporation in the manner and by the vote required by law. All claims of said creditors will be satisfied with a guaranteed release of all claims.

**EIGHTH:** These Articles of Voluntary Dissolution are accompanied by certificates provided by Florida Statutes stating that all taxes not barred by limitations which are levied on


assessments made by the Florida Department of State and billed by and payable to the insurer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, Baobab Farms, Inc., has caused these presents to be signed in its name and on behalf by its President and attested by its Secretary on this 2<sup>nd</sup> day of September, 1997; and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Baobab Farms, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

  
Joanne Katz, Secretary

BAOBAB FARMS, INC.

  
Steven Katz, Director

**WAIVER OF NOTICE OF A SPECIAL MEETING**  
**OF THE BOARD OF DIRECTORS**  
**BAOBAB FARMS, INC.**

WE, the undersigned, being all of the directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation was held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

WE, do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Board of Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

**Place of Meeting:** James F. Lopes, Esquire  
51 Monroe Street, Suite 1102  
Rockville, Maryland 20850

**Date of Meeting:** September 2, 1997

**Time:** 11:30 a.m.

**Dated:** September 2, 1997

  
\_\_\_\_\_  
Steven Katz  
  
\_\_\_\_\_  
Joanne Katz

**MINUTES OF THE SPECIAL MEETING OF**  
**THE BOARD OF DIRECTORS OF**  
**BAOBAB FARMS, INC.**

The undersigned, constituting all of the Directors of Baobab Farms, Inc. a Florida Corporation, (hereinafter referred to as the "Corporation"), in accordance with Section 607.1403 of the Florida Statutes, do hereby take the actions below set forth, and to evidence their waiver to any right to descent from such actions, do hereby consent as follows:

**RESOLVED:** That the voluntary dissolution of the Corporation as set forth in the form of the Articles of Voluntary Dissolution, attached hereto and incorporated by reference herein, be and the same is hereby advised.

**RESOLVED:** That the Articles of Voluntary Dissolution be submitted for consideration by all of the stockholders entitled to vote thereon at the next annual meeting or special meeting of such stockholders.

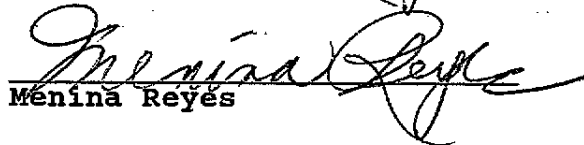
**RESOLVED:** That the proper officers of the Corporation be and they are hereby authorized and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file with the Florida Department of State such articles of voluntary dissolution following the due approval thereof by the stockholders of the Corporation, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.



This informal action of the directors may be executed in counterparts.

**WITNESSETH:** The execution hereof, the day and year first above written.

  
Menina Reyes

  
Menina Reyes

  
Steven Katz, Director

  
Joanne Katz, Director

**WAIVER OF NOTICE OF SPECIAL MEETING**

**OF THE**

**STOCKHOLDERS**

**BOABAB FARMS, INC.**

WE, the undersigned, being all of the Stockholders of the above captioned Corporation, hereby agree and consent that the special meeting of the Stockholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of any such meeting and of any adjournment or adjournments thereof.

WE, do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Board of Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

**Place of Meeting:** Law Office of James F. Lopes, Esquire  
51 Monroe Street, Suite 1102  
Rockville, Maryland 20850

**Date of Meeting:** September 2, 1997

**Time of Meeting:** 11:30 a.m.

**Dated:** September 2, 1997

  
\_\_\_\_\_  
Steven Katz, Stockholder

**MINUTES OF SPECIAL MEETING**

**OF THE STOCKHOLDERS**

**OF**

**BAOBAB FARMS, INC.**

The special meeting of the Stockholders of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Stockholders, fixing such time and place, and prefixed to the minutes of this meeting.

There were present the following Stockholders:

<b><u>Name of Stockholder</u></b>	<b><u>Number of Shares</u></b>
Steven Katz	10

The meeting was called to order by Steven Katz. It was moved, seconded and unanimously carried that Steven Katz, act as Chairman and that Joanne Katz, act as Secretary.

The Chairman then stated that all of the outstanding shares of the Corporation were represented.

The undersigned constituting all of the Stockholders of Baobab Farms, Inc., a Florida Corporation, in accordance with Section 601.1403 of the Florida Statutes, do hereby take the action set forth below, and to evidence the waive of any right to descent from such actions, do hereby consent as follows:

**WHEREAS**, the Corporation will cease its operations effective at the close of business on Friday, November 22, 1996 and it no longer engages in the activities which warrant that it remain in existence; and

**WHEREAS**, the Board of Directors has deemed it advisable and determined it to be in the best interest of the Corporation that the Corporation be voluntarily dissolved;

**NOW THEREFORE**, be it

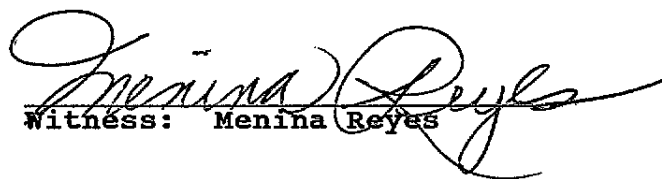
**RESOLVED:** That the voluntary dissolution of the Corporation as set forth in the form of the Articles of Voluntary Dissolution, attached hereto and incorporated by reference herein be and the same is hereby approved.

**RESOLVED:** That the President of the Corporation is hereby authorized and directed to file with the Florida Department of State Articles of Voluntary Dissolution in the form attached hereto

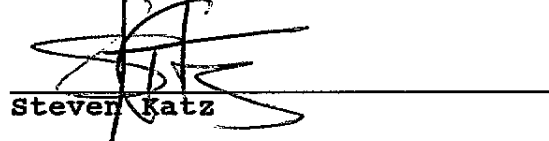
and incorporated by reference, and the proper officers of the Corporation be and they are hereby authorized to take any and all actions to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This informal action of the Stockholders may be executed in counterparts.

**WITNESSED**, the execution hereby the day and year first above written.

  
Witness: Menina Reyes

**STOCKHOLDERS:**

  
Steven Katz