

# G09317

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S. CRAIG WAKEFIELD  
Certified Estate Planner  
LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

June 29, 1998

**VIA FEDERAL EXPRESS**

Secretary of State, State of Florida  
Attn: Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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400002592184-18  
-07/17/98-01063-008  
\*\*\*\*166.25 \*\*\*\*\*43.75

Re: **Orlando Industrial Contractors, Inc./**  
**Dissolution of Corporation & Incorporation**  
(Our File No.: 720778.00 & 720778.01)

Gentlemen:

Enclosed herewith please find our firm trust account check in the amount of \$43.75, payable to Florida Secretary of State. This amount represents the filing fees necessary for the dissolution of Orlando Industrial Contractors, Inc. as a Florida corporation and a certificate of status. Also enclosed is the original and a copy of the Articles of Dissolution by the Corporation. After filed, please return to our office a stamped copy of the articles and the original certificate.

Secondly, I am enclosing our firm trust account check in the amount of \$122.50, payable to Florida Secretary of State. This amount represents the filing fees necessary for the incorporation of Orlando Industrial Contractors, Inc. as a Florida corporation, registered agent designation fee and certified copy of articles. Also enclosed is the original and a copy of the Articles of Incorporation. After filed, please return to our office a certified copy of the articles. For your convenience, I have enclosed a postage-paid return envelope.

D:SS.

7/17/98

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Secretary of State, State of Florida  
Attn: Division of Corporations  
June 29, 1998  
Page 2

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Renet McCall".

Renet McCall, Legal Assistant

rm  
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 7, 1998

Renet McCall, Legal Assistant  
Wakefield & Associates, P.A.  
P.O. Box 421408  
Kissimmee, FL 34742-1408

SUBJECT: ORLANDO INDUSTRIAL CONTRACTORS, INC.  
Ref. Number: G09317

We have received your document for ORLANDO INDUSTRIAL CONTRACTORS, INC. and check(s) totaling \$166.25. However, your check(s) and document are being returned for the following:

The copy of the resolution of the board referred to in the articles of dissolution is not attached (#7).

A notarized affidavit releasing the name of the voluntarily dissolved corporation to the newly formed corporation prepared pursuant to 607.1405(4) is required.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 098A00036346

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Janet Greenleaf, Paralegal  
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Ray Miller, Paralegal

July 14, 1998

**VIA FEDERAL EXPRESS**

Secretary of State, State of Florida  
Attn: Susan Payne, Senior Section Administrator  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Orlando Industrial Contractors, Inc./**  
**Dissolution of Corporation & Incorporation**  
(Our File No.: 720778.00 & 720778.01)

Dear Susan:

With respect to the above-referenced matter and pursuant to your instructions dated July 7, 1998, I am returning the following items:

1. Our check in the amount of \$166.25, payable to Florida Secretary of State. This amount represents the filing fees necessary for the dissolution and incorporation of Orlando Industrial Contractors, Inc. as a Florida corporation and certificates of status;
2. Original and copy of Articles of Dissolution by the Corporation, along with Resolution of Liquidation and Affidavit (as to immediate assumption and use of corporate name); and
3. Original and copy of Articles of Incorporation.

Secretary of State, State of Florida  
Attn: Division of Corporations  
July 14, 1998  
Page 2

After filed, please return to our office a stamped copy of both articles and original certificates. Should you have any questions, please contact our office immediately.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Renet McCall".

Renet McCall, Legal Assistant

rm  
Enclosures

**S. CRAIG WAKEFIELD**  
PROFESSIONAL ASSOCIATION

**ARTICLES OF DISSOLUTION**  
**BY THE CORPORATION**

1. The name of the Corporation is ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation.

2. The names and respective addresses of its officers are:

President: Betty M. Talbert  
706 29<sup>th</sup> Street  
Orlando, Florida 32805

Vice President: Alan L. Cochran  
2618 Orchid Lane  
Kissimmee, Florida 34744

Secretary: Geraldine Murphy  
1700 Eastern Avenue  
St. Cloud, Florida 34769

Treasurer: Geraldine Murphy  
1700 Eastern Avenue  
St. Cloud, Florida 34769

3. The names and respective address of its directors are:

Geraldine Murphy  
1700 Eastern Avenue  
St. Cloud, Florida 34769

Betty M. Talbert  
706 29<sup>th</sup> Street  
Orlando, Florida 32805

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.

5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation).

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6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the corporation in any pending action).
7. A copy of the resolution of Board of Directors to dissolve is attached. This resolution was adopted by the shareholders of the corporation on June 29, 1998.
8. The dissolution is effective June 30, 1998.

Dated: June 29, 1998

Betty M. Talbert  
Name: Betty M. Talbert  
Title: President

### **RESOLUTION OF LIQUIDATION**

I, Geraldine Murphy, do hereby certify that I am the duly elected and action Secretary of ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said Corporation by unanimous consent; and that said preambles and resolutions are in full force and effect, to wit:

WHEREAS, the shareholders of this Corporation have executed and deliver to this Corporation a consent to the dissolution of this Company; and

WHEREAS, this Corporation is to be voluntarily dissolved pursuant to the appropriate provisions of the Business Corporation Act of Delaware; and

WHEREAS, it is now desired that a plan be effective for the complete liquidation of this Corporation on or prior to June 30, 1998; and

NOW, THEREFORE, BE IT RESOLVED, that the following plan before the complete liquidation of this Corporation on or prior to June 30, 1998, be and hereby adopted:

- (1) The proper officer of this Corporation shall forthwith file the appropriate statement of intent to dissolve pursuant to the Corporation Act of Florida.
- (2) The assets and property of this Corporation, subject to its liabilities, shall be assigned and conveyed to the current shareholders in their respective percentage of stock held in the Corporation, subject to said agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Corporation; and proper officers of this Corporation shall execute, endorse and deliver all assignments, powers, deeds, bills of sale, and documents of conveyance or other documents



necessary to effect such conveyance to.

(3) Upon such conveyance and assumption, this Corporation shall be dissolved, and the proper officers of this Corporation shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Corporation Act of Florida, and such other documents as may be required under the Laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said Corporation and with its corporate seal hereunto affixed, this 29 day of June, 1998.

(Corporate Seal)

Geraldine Murphy  
Geraldine Murphy, Secretary