

G 99139

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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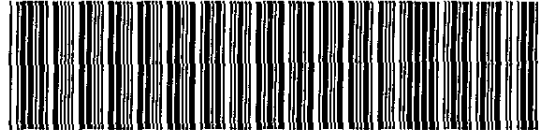
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
CHARLES L. RUFFNER, ESQ.

8830 S.W. 67TH COURT
MIAMI, FLORIDA 33156-1700
PHONE: (305) 669-1904
FAX: (305) 668-6672
EMAIL: CRUFF7117@AOL.COM

CHARLES L. RUFFNER, ESQ.:
BOARD CERTIFIED IN TAXATION,
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

PLEASE REF. TO
OUR FILE NO.

December 1, 2002

CERTIFIED MAIL RETURN RECEIPT
REQUESTED NO. 7001 2510 0002 8648 2341

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: Charles L. Ruffner, P.A.

Gentlemen:

Enclosed herewith are the following documents in connection with the dissolution of the above captioned corporation:


- 1, Articles of Dissolution with a copy of the Plan of Complete Liquidation and Dissolution attached (original plus one copy).
2. Our firm's check in the amount of \$43.75 as follows:

Articles of the Dissolution filing fee:	\$35.00
Certified copy of Articles of Dissolution:	<u>8.75</u>
TOTAL:	\$43.75

Please file the original Articles of Dissolution, certify the enclosed copy and mail back to us this certified copy of the Articles of Dissolution.

Thank you for your cooperation.

Sincerely yours,


CHARLES L. RUFFNER

CLR/mr
Enclosures

ARTICLES OF DISSOLUTION
FOR
CHARLES L. RUFFNER, P.A..

FILED
20 DEC -9 PM 3:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I, CHARLES L. RUFFNER, ESQ., being both President and Secretary of CHARLES L. RUFFNER, P.A., a Florida professional corporation, do hereby state the following pursuant to Sec. 607.1403 of the Florida Statutes.

A. The name of the Corporation is CHARLES L. RUFFNER, P.A., Charter No. G99139.

B. The name and address of the sole officer of the corporation are:

CHARLES L. RUFFNER, ESQ., President and Secretary
8830 S.W. 67th Court
Miami, Florida 33176

C. The name and address of the sole director and sole shareholder of the corporation is:

CHARLES L. RUFFNER, ESQ.
8830 S.W. 67th Court
Miami, Florida 33176

D. All of the debts, obligations and liabilities of the Corporation have been either paid or discharged, or adequate provisions have been made therefor.

E. All the remaining property and assets of the Corporation will be distributed to its sole shareholder.

F. There are no actions pending against the corporation in any court.

G. The corporation elected to dissolve at a joint meeting of stockholders and directors held on December 1, 2002, which election was unanimously passed by 100% of the stockholders and directors, pursuant to a Plan of Complete Liquidation and

Dissolution, a copy of which is attached hereto and incorporated as part of this document.

IN WITNESS WHEREOF, I have made and executed this statement in duplicate, this 1st day of December, 2002, at Miami-Dade County, Florida.

CHARLES L. RUFFNER, P.A..

By: *Charles L. Ruffner*
CHARLES L. RUFFNER, ESQ.,
President and Secretary

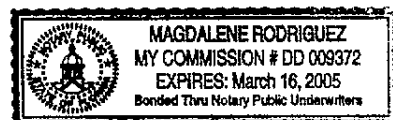
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared CHARLES L. RUFFNER, ESQ., to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF DISSOLUTION, and acknowledged before me that he executed said instrument as President and Secretary of CHARLES L. RUFFNER, P.A., a Florida corporation, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 1st day of December, 2002.

Magdalene Rodriguez
NOTARY PUBLIC

Sign: *Magdalene Rodriguez*
Print: MAGDALENE RODRIGUEZ
State of Florida at Large
Commission (Serial) No: _____
My Commission Expires: _____



**CALL AND WAIVER OF NOTICE OF SPECIAL MEETING
OF DIRECTOR AND STOCKHOLDER OF
CHARLES L. RUFFNER, P.A.**

I, the undersigned, being the sole Director and Stockholder of Charles L. Ruffner, P.A., hereby waive all notices of the Special Meeting of Director and Stockholder and consent that such meeting be held at the office of the Corporation, in the City of Miami, in the State of Florida, on the 1st day of December, 2002. The purpose of this Special Meeting shall be to vote upon the dissolution and liquidation of the corporation.

DATED this 1st day of December, 2002.



CHARLES L. RUFFNER, ESQ.
SOLE DIRECTOR AND SOLE SHAREHOLDER

CHARLES L. RUFFNER, P.A.

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
(LIQUIDATION, I.R.C. SEC. 337)**

1. CHARLES L. RUFFNER, P.A., A Florida professional corporation, hereinafter called the Company, has issued and outstanding three hundred (300) shares of common stock. The Company will cease the active conduct of its business and wind up its affairs and, within the meaning of Section 337 of the Internal Revenue Code of 1986, as amended, will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of the adoption of this Plan of Complete Liquidation and Dissolution and ending on December 31, 2002.

2. The directors may, from time to time, authorize one or more distributions of property of the Company, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the Company.

3. Beginning on the date of the adoption of this Plan, such of the assets of the Company which, in the opinion of its directors need no longer be retained to meet claims or liabilities, shall be distributed to the sole shareholder of the Company's capital stock.

4. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Company, and the stockholder shall, if the directors so determine, surrender his certificate for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

5. The officers and directors of the Company shall commence the voluntary dissolution of the Company under Section 607.1403 of the laws of the State of Florida at such time, after the date of adoption of this Plan, as they may deem appropriate.

6. The officers and directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution of the Company pursuant to Section 607.1403 of the laws of the State of Florida to effect a formal dissolution of the Company and information returns on Treasury Department Forms 966, 1096, and 1099L, together with all income tax returns and the information required by the applicable regulations.

7. The officers and directors of the Company are authorized, empowered, and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Company for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Company.

8. It is intended that the Plan of Complete Liquidation and Dissolution shall be a Plan of complete liquidation within the terms of Section 337 of the Internal Revenue Code of 1986. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform with provisions of such Section 337.

CERTIFICATION


I, CHARLES L. RUFFNER, ESQ., Secretary of CHARLES L. RUFFNER, P.A., a Florida corporation, hereby certify that the above is a true and correct copy of the Plan of Complete Liquidation and Dissolution which was duly adopted by the shareholder and director of the corporation at a special joint meeting held on ~~August 20~~, 2002.

December 11


CHARLES L. RUFFNER ESQ.,
Secretary

Sworn to and subscribed
before me this 11 day
of December, 2002.


NOTARY PUBLIC

Sign: 
Print: MAGDALENE RODRIGUEZ
State of Florida at Large
Commission (Serial) No: _____
My Commission Expires: _____

