

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMS Enterprises, Inc.

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-12/29/00-01041-025
*****43.75 *****43.75

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Q COULLETTE DEC 29 2000

Signature _____

Requested by:

SA 12/29/00 9:50
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF DISSOLUTION OF
EMS ENTERPRISES, INC.**

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

1. The name of the corporation is **EMS ENTERPRISES, INC.**
2. The names and respective addresses of its officers and directors are

Ellen M. Shulock
2966 59th Avenue
Vero Beach, FL 32960

Michael F. Shulock
2966 59th Avenue
Vero Beach, FL 32960
Secretary/Treasurer/Director

3. Dissolution was authorized on December 12, 2000.
4. Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
5. All liabilities and obligations of the corporation have been paid or discharged.
6. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
7. There are no actions pending against the corporation in any court.
8. A conformed copy of the written consent of the shareholders to dissolve is attached. This written consent has been signed by all shareholders of the corporation.

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TALLAHASSEE, FLORIDA
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CLERK
U.S. DISTRICT COURT
CLARK COUNTY, NEV.
100-1444

Dated the 12th day of December, 2000.

Ellen M. Shulock
Ellen M. Shulock, President

Michael F. Shulock
Michael F. Shulock, Secretary and
Treasurer

(CORPORATE SEAL)

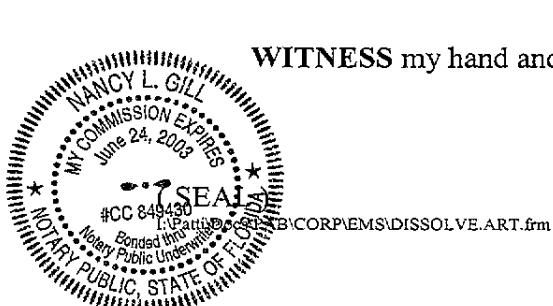
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me personally appeared Ellen M. Shulock, who is personally known to me or who produced _____ as identification, and who executed the foregoing instrument as President of the above named EMS ENTERPRISES, INC., a Florida corporation, and who acknowledged to and before me that she executed such instrument as such President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.



STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me personally appeared Michael F. Shulock, who is personally known to me or who produced _____ as identification, and who executed the foregoing instrument as Secretary and Treasurer of the above named EMS ENTERPRISES, INC., a Florida corporation, and who acknowledged to and before me that he executed such instrument as such Secretary and Treasurer of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.



WITNESS my hand and official seal, this 12th day of December, 2000.

Nancy L. Gill
Notary Public.

**WRITTEN ACTION OF DIRECTORS AND SHAREHOLDERS
of
EMS ENTERPRISES, INC.**

Pursuant to Florida Statutes, Section 607.1402 and Section 607.394, the undersigned being all of the Directors and Shareholders of EMS ENTERPRISES, INC., a Florida corporation, hereby take the following action in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

BE IT RESOLVED that EMS ENTERPRISES, INC. be completely liquidated and dissolved; and,

BE IT FURTHER RESOLVED that the Plan of Complete Liquidation and Dissolution of the Company proposed by the Board of Directors at a special meeting held on the 12th, day of December, 2000, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference, be and is hereby ratified, approved and adopted; and

BE IT FURTHER RESOLVED that the complete liquidation and dissolution of the Company be effected under such Plan; and

BE IT FURTHER RESOLVED that the Officers and Directors of the Company are hereby authorized, empowered and directed to do any and all things in its name and behalf which they may deem necessary or advisable to carry out the purposes and intentions of such Plan.

DATED at Vero Beach, Florida, this 12th day of December, 2000.

Ellen M. Shulock
ELLEN M. SHULOCK, Director
and Shareholder

Michael F. Shulock
MICHAEL F. SHULOCK, Director
and Shareholder

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF EMS ENTERPRISES, INC.

This Plan of Complete Liquidation, hereinafter called "the Plan", is for the purpose of effecting the complete liquidation and dissolution of **EMS ENTERPRISES, INC.**, hereinafter called "the Company", in accordance with Section 607.1402 of the Statutes of the State of Florida, pursuant to the following steps:

- 1) **Plan of Liquidation.** The Company has issued 100 outstanding shares of common stock, with a par value of Ten Dollars (\$10.00) each. The Company will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of adoption of this Plan of Complete Liquidation by the Shareholders of the Corporation.
- 2) **Negotiation of Terms by Officers and Directors.** The Officers and Directors of the Company are authorized from time to time to negotiate and to consummate sale of all or any portion or portions of the properties of the Company, on such terms and conditions as they in their discretion shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the Shareholders of the Company.
- 3) **Intermediate Distributions.** The Directors may, from time to time, authorize one or more distributions to the property of the Company, in cash or in kind, in a series of distributions and complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities to the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.
- 4) **Payment of Liabilities.** As of the date of this Plan, the Company has no assets remaining to distribute to the shareholders.
- 5) **Cancellation of Outstanding Shares.** The complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the Shareholders shall, if the Directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.
- 6) **Dissolution.** The Officers and Directors of the Company shall proceed with the voluntary dissolution of the Company pursuant to §607.1402 of the Statutes of the State of Florida, at such time, not later than twelve months after the adoption of this Plan by the shareholders, as they may deem appropriate, and may withdraw the

EXHIBIT "A"

Company from qualification in any other State whenever they deem such action appropriate.

- 7) **Authorization to Execute and File Documents.** 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 a Certificate of Dissolution under the laws of the State of Florida and information returns on Treasury Department Forms 966, 1096, and 1099L, together with income tax returns and the information required by the applicable regulations.
- 8) **Authorization of Necessary Acts.** The Officers and Directors of the Company are hereby 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 expenses or liabilities so incurred by them shall be that of the Company.
- 9) **Abandonment.** If a sale of all the properties and assets of the Company is not consummated before the end of the twelve-month period beginning on the date of the adoption of the Plan by the Shareholders, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.
- 10) **Intent.** It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation under the terms of Section 331 of the Internal Revenue Code of 1986, as amended. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform its provisions to such Section 331.