

H68542

(Requestor's Name)

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(Business Entity Name)

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And Diss/cert  
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01/19/06--01039--008 \*\*52.50

FILED  
06 FEB - 1 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**JACK ANDREW BAXTER, JR.**

4530 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308  
TELEPHONE: (954) 772-4460  
FACSIMILE: (954) 771-0925

January 27, 2006

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Dissolution of ALLEDORT CORPORATION

Gentlemen:

Enclosed is the original and one (1) copy of corrected Articles of Dissolution for Alledort Corporation, Inc. Thank you for advising me of the typographical error in the corporation name contained in the Articles of Dissolution initially sent to you.

You are in possession of my Trust Account check for \$52.50, payable to the Secretary of State, to cover the following:

Filing Fee for Articles of Dissolution	\$35.00
Certified Copy of Articles of Dissolution	8.75
Certificate of Dissolution	<u>8.75</u>
Total	<u>\$52.50</u>

Please file the enclosed Articles of Dissolution and then provide me with a certified copy of the Articles and a Certificate of Dissolution. I have enclosed a self-addressed envelope for your use in sending the certified copy and the Certificate to me.

If you have any questions, please contact my office.

Very truly yours,



JACK A. BAXTER, JR.

JAB/slh  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 24, 2006

JACK ANDREW BAXTER, JR.  
4530 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FL 33308

SUBJECT: ALLEDORT CORPORATION  
Ref. Number: H68542

We have received your document for ALLEDORT CORPORATION and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 506A00005038

RECEIVED

06 FEB - 1 AM 8:00

DIVISION OF CORPORATIONS

## ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the following Articles of Dissolution are hereby adopted for the purpose of dissolving the Florida corporation therein named:

1. The name of the corporation is ALLEDORT CORPORATION,
2. On December 31, 2005, the shareholders of the Corporation by written action authorized and approved the dissolution of the Corporation effective as of December 31, 2005, and a copy of such Written Action signed by all shareholders accompanies these Articles as Exhibit "A".
3. The number cast for dissolution was sufficient for approval.
4. The dissolution of the Corporation shall become effective on December 31, 2005.
5. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.
6. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
7. There are no actions pending against the Corporation in any court.

IN WITNESS WHEREOF, these Articles have been signed this 31 day of December, 2005.

ATTEST:

Claire D. Trodella  
CLAIRE D. TRODELLA, Secretary

George P. Trodella, Jr.  
GEORGE P. TRODELLA, JR., President

FILED  
06 FEB - 1 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

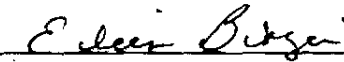
STATE OF FLORIDA       )  
  :SS:  
COUNTY OF BROWARD )

GEORGE P. TRODELLA, JR. and CLAIRE D. TRODELLA, being duly sworn, depose and say that they are the President and Secretary, respectively, of ALLEDORT CORPORATION, they have been authorized as such to execute and file the foregoing Articles of Dissolution pursuant to written action of the holders of record of all the outstanding shares of said Corporation entitled to vote on the dissolution of said Corporation intended to be effective by the foregoing Articles, which Written Action was executed on the 31 day of December, 2005.

  
GEORGE P. TRODELLA, JR., President

  
CLAIRE D. TRODELLA, Secretary

SUBSCRIBED AND SWORN TO before me this 31<sup>st</sup> day of December, 2005, by GEORGE P. TRODELLA, JR. and CLAIRE D. TRODELLA, as President and Secretary, respectively, of ALLEDORT CORPORATION, a Fla. corp, who are personally known by me or who have presented N/A and N/A, respectively, as identification.

  
Notary Public

My Commission Expires:



Eileen Bitzer  
My Commission DD219703  
Expires August 26, 2007

**WRITTEN ACTION ADOPTING A PLAN OF COMPLETE LIQUIDATION**

Pursuant to Florida Statute Section 607.0704, the Shareholders of ALLEDORT CORPORATION, a Florida corporation, (the "Corporation"), hereby take the following actions in lieu of a meeting therefor, and all statutory and by-law requirements pertaining to the time, place and manner of same are hereby waived:

WHEREAS, the Shareholders of the Corporation feel it is in the best interests of the Corporation, due to the fact that the real property which represented all of the assets of the Corporation has been sold for cash, to provide for the Corporation's liquidation and the distribution to its Shareholders of the remaining cash assets; and

WHEREAS, the Shareholders of the Corporation desire to approve the liquidation of the Corporation and authorize the directors of the Corporation to adopt a plan of liquidation and file Articles of Dissolution with the State of Florida, Department of State;

NOW, THEREFORE, BE IT

RESOLVED, that the Shareholders of the Corporation hereby unanimously consent to and approve the liquidation of the Corporation in accordance with the terms and provisions of the plan of liquidation which is hereby adopted by the Shareholders of the Corporation, a copy of which is attached hereto as Exhibit "A" and made a part hereof; and

FURTHER RESOLVED, that the proper officers be, and they are, authorized and directed to file Articles of Dissolution pursuant to Chapter 607.1402 of the Statutes of the State of Florida with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are, authorized and directed to do or cause to be done all such acts and things as may be necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the plan of liquidation adopted by the Shareholders herein; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are, hereby authorized and directed to do or cause the distribution of all remaining corporate assets to its Shareholders in proportionate shares to their share ownership in the Corporation.

IN WITNESS WHEREOF, the Shareholders of the ALLEDORT CORPORATION, a Florida corp., have executed this Written Action this 31 day of December, 2005.

Claire Trodella  
CLAIRE TRODELLA

George P. Trodella, Jr.  
GEORGE P. TRODELLA, JR.

Richard Trodella  
RICHARD TRODELLA

Robert Trodella  
ROBERT TRODELLA

GEORGE P. TRODELLA RESIDUARY  
TRUST f/b/o CLAIRE TRODELLA

By: George P. Trodella, Jr.  
GEORGE P. TRODELLA, JR., Trustee

By: Richard Trodella  
RICHARD TRODELLA, Trustee

By: Robert Trodella  
ROBERT TRODELLA, Trustee

## PLAN OF LIQUIDATION AND DISSOLUTION

### OF

### ALLEDORT CORPORATION

1. Plan of Liquidation. ALLEDORT CORPORATION, a Florida corporation, hereinafter called the Corporation, has issued and outstanding Five Hundred (500) common shares, of the par value of One Dollar (\$1.00) each. The Corporation will on or before the filing of Articles of Dissolution with the Secretary of State, State of Florida, cease the active conduct of its business and wind up its affairs, and within the meaning of the Internal Revenue Code of 1986, as amended, will liquidate and distribute all of its assets in complete liquidation. The Corporation shall cease to exist for federal income tax purposes upon the filing of its Articles of Dissolution with the Secretary of State, State of Florida, as of December 31, 2005.

2. Negotiation of terms by officers and directors. The officers and directors of the Corporation are authorized from time to time to negotiate and to consummate sales of all or any portion or portions of the properties of the Corporation on such terms and conditions as they in their discretion shall deem beneficial to the Corporation, including the assumption by the purchaser or purchasers of any or all liabilities of the Corporation, subject to any requisite approval or other action by the shareholders of the Corporation.

3. Intermediate distributions. The directors may from time to time authorize one or more distributions of property by the Corporation, 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 Corporation, and to continue the operation of such properties of the Corporation as have not been sold at the time of any such distributions.

4. Final distribution. As soon as practicable, such of the assets of the Corporation as have not previously been distributed, and in the opinion of its directors need no longer be retained to meet claims or liabilities, shall be distributed to the holders of the Corporation's common shares.

5. Cancellation of outstanding shares. 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 common shares of the Corporation, and the shareholders shall, if the directors so determine, surrender their certificates 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.

6. Dissolution. The officers and directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they may deem appropriate, but no later than December 31, 2005, as provided herein.



7. Authorization to execute and file documents. The officers and directors of the Corporation 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 under the laws of the State of Florida and information returns on Treasury Department Forms together with income tax returns and the information required by the applicable regulations.

8. Authorization of necessary acts. The officers and directors of the Corporation 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 Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

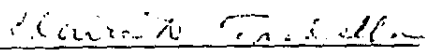
9. Approval of Plan. If the foregoing Plan of Complete Liquidation and Dissolution is ratified, approved and adopted by the shareholders, the officers and directors of the Corporation are authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary or advisable to carry out the purposes and intentions of such Plan.

IN WITNESS WHEREOF, I have executed this Plan of Complete Liquidation and Dissolution this 31 day of December, 2005.

ALLEDORT CORPORATION, a Florida corporation

By   
GEORGE P. TRODELLA, JR., President

ATTEST:

  
CLAIRE D. TRODELLA, Secretary