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Janet Greenleaf, Paralegal  
Barbara Lambert, Legal Assistant

December 28, 2000

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VIA FEDERAL EXPRESS

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

RE: The English Tavern Company  
Articles of Dissolution

Dear Sir/Madam:

Enclosed herewith is the original Articles of Dissolution and a copy for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing a check in the amount of \$35.00, which represents the fees and charges for filing the Articles of Dissolution.

Thank you for your cooperation.

Very truly yours,

S. Craig Wakefield

SCW

Enclosures as stated

FILED  
00 DEC 29 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JAN - 9 2001

Dissolution

**THE ENGLISH TAVERN COMPANY  
ARTICLES OF DISSOLUTION**

FILED  
00 DEC 29 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

- FIRST: The name of the corporation is The English Tavern Company.
- SECOND: The filing date of the articles of incorporation was December 31, 1987.
- THIRD: No debt of the corporation remains unpaid. All debts, obligations and liabilities of the corporation have been paid, discharged or adequate provisions has been made for them.
- FOURTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest.
- FIFTH: Adoption of Dissolution: A majority of the directors authorized the dissolution.
- SIXTH: The names and respective addresses of its officers are:
- |                              |  |
|------------------------------|--|
| President and Treasurer      | Michael Mason<br>1970 Osceola Parkway #131<br>Kissimmee, FL 34741    |
| Vice President and Secretary | Jacqueline Mason<br>1970 Osceola Parkway #131<br>Kissimmee, FL 34741 |
- SEVENTH: The names and respective addresses of its directors are:
- |  |
|--|
| Michael Mason<br>1970 Osceola Parkway #131<br>Kissimmee, FL 34741    |
| Jacqueline Mason<br>1970 Osceola Parkway #131<br>Kissimmee, FL 34741 |
- EIGHTH: There are no actions pending against the corporation in any court.
- NINTH: An executed copy of the written consent of the shareholders to dissolve is

attached. This written consent has been signed by all shareholders of the corporation.

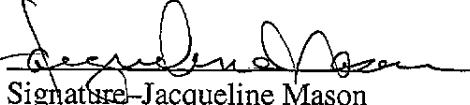
TENTH: A copy of the resolution by the board of directors to dissolve is attached. The resolution was adopted by the directors of the corporation on December 28, 2000.

ELEVENTH: The effective date of the dissolution shall be December 31, 2000.

Signed this day of 28<sup>th</sup> day of December, 2000 .




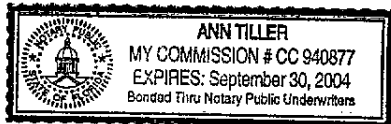
Signature—Michael Mason  
President



Signature—Jacqueline Mason  
Secretary

SWORN TO AND SUBSCRIBED before me this 28<sup>th</sup> day of December, 2000 by Michael Mason President and Jacqueline Mason Secretary of The English Tavern Company, a Florida corporation [ who is personally known to me or [ ] who has provided \_\_\_\_\_ as identification and who did give an oath.

Seal



Printed Name of Notary  
Notary Public  
State of Florida at Large  
My Commission Expires:

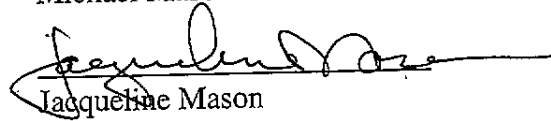
**THE ENGLISH TAVERN COMPANY  
SHAREHOLDER CONSENT TO VOLUNTARY  
CORPORATE DISSOLUTION**

The undersigned be all of the shareholders of The English Tavern Company consents to the voluntary dissolution of the corporation.

Dated this 28<sup>th</sup> day of December, 2000.

A handwritten signature in black ink, appearing to read "M. B. Mason", written over a horizontal line.

Michael Mason

A handwritten signature in black ink, appearing to read "Jacqueline Mason", written over a horizontal line.

Jacqueline Mason

## THE ENGLISH TAVERN COMPANY

### WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND BOARD OF DIRECTORS PURSUANT TO SECTION 607.1401 AND 607.1402 OF THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue Code of 1954, as amended effective December 31, 2000, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

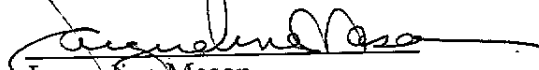
1. File form 966 within thirty (30) days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a copy of this consent,
2. Transfer all of the assets of the corporation to the shareholders of the corporation,
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida
5. File all other forms and documents required by the State of Florida and the Federal Government, including all require tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owned by the corporation to any creditors and/or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated this 28<sup>th</sup> day of December, 2000.



Michael Mason  
Shareholder-Director

  
Jacqueline Mason  
Shareholder-Director