

K23487

Return for
REISER, KOBZA & LIEBERFANG, CHTD.
901 Tamiami Trail N., Suite 330
Naples, FL 34103

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

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2. _____
(Corporation Name) (Document #)

3. _____
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(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time
☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy
☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

T. LEWIS MAY 11 2000

Examiner's Initials

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE
FLORIDA GENERAL CORPORATION ACT**

FILED
00 MAY -1 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Central Florida Web, Inc.
2. The Articles of Dissolution have been approved by the unanimous Written Consent of all of the shareholders of the corporation, as provided by Section 607.0704. A copy of such Written Consent is attached hereto.
3. The dissolution of the corporation is to be effective March 31, 2000.
4. The number of shares owned by the shareholders who executed such Written Consent, and who consented to the filing of these Articles of Dissolution, is sufficient to approve the dissolution of the corporation.
5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
6. All remaining property and assets of the corporation have been distributed to its shareholders in proportion to their stock ownership.
7. There are no actions pending against the corporation in any court.

DATE: APRIL 27, 2000

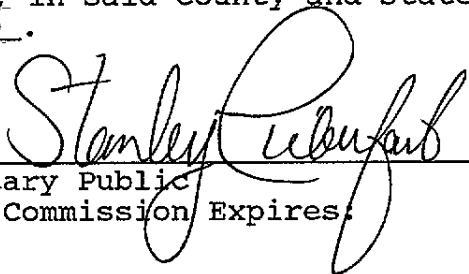
BY: Stanley C. [Signature]
Secretary

Central Florida Web, Inc.
BY: [Signature]
President

STATE OF FLORIDA)
)
COUNTY OF ~~BREVARD~~ COLLIER)

BEFORE ME, the undersigned authority, personally appeared Arthur A. Cox, who is to me well known to be the person described in and who subscribed the above Articles of Dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at NAPLES, in said County and State, this 27 day of APRIL, 2000.



Notary Public
My Commission Expires:

AFFIDAVIT

STATE OF FLORIDA)
 Collier)
COUNTY OF ~~BREVARD~~) SS.

Before me this day personally appeared Arthur A. Cox of Central Florida Web, Inc., a Florida corporation, who being first duly sworn, depose and say:

1. I, the undersigned, being President of Central Florida Web, Inc. make this affidavit in accordance with Section 607.267 of the Florida Statutes.

2. All debts, obligations and liabilities of the corporation have been paid or discharged, or adequate provision has been made therefor.

3. All current due property taxes, both tangible and intangible, and all sales and use taxes applicable to this corporation have been paid to and including March 31, 2000.

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

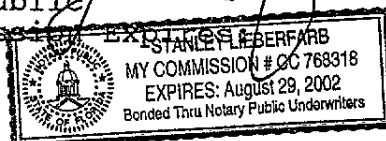
5. All remaining property and assets of the corporation have been distributed to the shareholder in accordance with his respective rights and interests. The sole shareholder of this corporation is Arthur A. Cox, and the respective interest of this shareholder is 100% of the issued and outstanding capital stock of Central Florida Web, Inc.

DATED at NAPLES, State of FLORIDA
this 29TH day of APRIL, 2000.

Attest: _____

SUBSCRIBED AND SWORN to before me this 27 day of
APRIL, 2000.

Stanley Lieberfarb
Notary Public
My Commission Expires



WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLUTION

THIS WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLUTION is made this 31st day of March, 2000, between Arthur A. Cox (hereinafter called the "Shareholder") and Central Florida Web, Inc., a Florida corporation (hereinafter called the "Corporation").

WHEREAS, the Shareholder owns the number of shares of capital stock of the Corporation as set forth below:

Arthur A. Cox. 50 shares

and

WHEREAS, such shares constitute 100% of the issued and outstanding shares of capital stock of the Corporation; and

WHEREAS, the Shareholder wishes to approve, authorize and consent to the voluntary dissolution of the Corporation pursuant to Internal Revenue Code Section 331 and in accordance with the General Corporation Law of the State of Florida, said dissolution to be effective March 31, 2000.

NOW THEREFORE, the parties hereby agree as follows:

1. Cessation of Business Activities. Immediately following the execution of the plan of liquidation set forth in this Written Consent, the Shareholder hereby authorizes and directs the officer of the Corporation to cease all business activities on behalf of the Corporation except as required to comply with the plan of complete liquidation as set forth herein.

2. Consent to Dissolution. The Shareholder approves, authorizes and consents to the dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than March 31, 2000, and in accordance with the plan of liquidation set forth in this Written Consent.

3. Distributions in Complete Liquidation. The Shareholder hereby agrees that after payment is made of the Corporation's debts, or provision is made therefore, the officer of the Corporation shall distribute all of the remaining property of the Corporation to the Shareholder in complete cancellation or redemption of all of his issued and outstanding shares of capital stock, such distribution to be made as promptly as practicable and in any event not later than March 31, 2000. The Shareholder agrees that any amounts distributed to the Shareholder shall be distributed to the Shareholder in proportion to his stock ownership in the Corporation.

4. Tax Returns. The Corporation's accountants shall prepare and file a Form 966 on behalf of the Corporation. A final Form 1120 shall be filed on behalf of the Corporation for the taxable year ending March 31, 2000. The Shareholder agrees to be personally responsible for the accounting fees and expenses incurred to the extent the assets of the Corporation are insufficient to pay such fees and expenses at the time the services are rendered.

5. Filing Articles of Dissolution. The Corporation's attorneys shall prepare and cause to be filed Articles of Dissolution with the Secretary of State of Florida, which Articles of Dissolution shall reflect the plan of complete liquidation set forth herein. The Shareholder agrees to be personally responsible for the legal fees and expenses incurred in preparing and filing the Articles of Dissolution to the extent the assets of the Corporation are insufficient to pay such fees and expenses at the time the services are rendered.

6. Cessation of Other Activities. Except as provided above, all corporation activities of the Corporation shall cease no later than March 31, 2000.

IN WITNESS WHEREOF, the parties hereto have caused this Written Consent of the Shareholder to Dissolution to be executed on the day and year set forth next his signature.

Date: 4/29/00

[Signature]

BY: Stanley Liebfeld
Secretary

Central Florida Web, Inc.
BY: [Signature]
President