

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000000781 3)))



H080000007813ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2008 JAN -3 AM 9:31

DISSOLUTION OR WITHDRAWAL
SUNSTATE RESTAURANT MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	or 3
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

RS 1/3/08
DISS



January 2, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations
SUNSTATE RESTAURANT MANAGEMENT, INC.
1777 ST. PAUL DRIVE
CLEARWATER, FL 33764US

SUBJECT: SUNSTATE RESTAURANT MANAGEMENT, INC.
REF: L27186

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The attachment referenced in your document was not included.

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) 245-6957.

Pamela Smith
Regulatory Specialist II

FAX Aud. #: 808000000781
Letter Number: 808A00000142

RECEIVED
2008 JAN -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION
OF
SUNSTATE RESTAURANT MANAGEMENT, INC.

The undersigned, as President of SUNSTATE RESTAURANT MANAGEMENT, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: SUNSTATE RESTAURANT MANAGEMENT, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of SUNSTATE RESTAURANT MANAGEMENT, INC. have been paid or discharged or adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of SUNSTATE RESTAURANT MANAGEMENT, INC. will be distributed to its Sole Stockholder in accordance with his rights and interest after such assets were used to satisfy the liabilities and obligations of SUNSTATE RESTAURANT MANAGEMENT, INC.
4. Pending Action: There are no actions pending against SUNSTATE RESTAURANT MANAGEMENT, INC. in any court.
5. Stockholder Action: Attached hereto is an executed Written Consent by Sole Stockholder and Director of SUNSTATE RESTAURANT MANAGEMENT, INC. to dissolve the Corporation. The dissolution was approved by the Sole Stockholder, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 20 day of December, 2007, and shall be effective as of the 31st day of December, 2007.

The undersigned has executed these Articles of Dissolution on the 20 day of December, 2007.

SUNSTATE RESTAURANT
MANAGEMENT, INC.,
a Florida corporation

By: 

Ronald C. Joy, President

2008 JAN -3 AM 9:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Prepared By:
Rebecca L. Heist, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0674591
(727) 461-1818

((H08000000781 3)))

WRITTEN CONSENT BY
SOLE STOCKHOLDER AND DIRECTOR
OF
SUNSTATE RESTAURANT MANAGEMENT, INC.

The Sole Stockholder and Director of SUNSTATE RESTAURANT MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida, does hereby agree, consent to, adopt and order the following corporate actions:

1. The undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The Sole Stockholder and Director of the corporation has approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the Sole Stockholder and Director:

RESOLVED, that the following plan of complete liquidation of SUNSTATE RESTAURANT MANAGEMENT, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The Officers and Sole Director are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the Officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the Sole Stockholder of the Corporation upon cancellation of the shares owned by such Stockholder.

The Officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if she deems such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Sole Stockholder, and cancel her shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

If a reserve is established for claims against the Corporation, the Officers shall arrange for the distribution of any unused balance of the reserve to the Sole Stockholder as soon as practicable.

((H08000000781 3)))

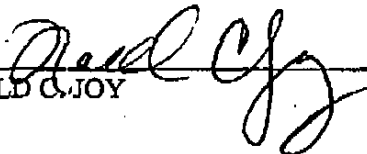
(((H08000000781 3)))

The actions of the Officers and Director of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The actions contained herein were approved on the 20th day of December, 2007.

The undersigned does hereby give her written consent to the foregoing actions.

SOLE STOCKHOLDER AND DIRECTOR:



RONALD C. JOY

#423336 v1

(((H08000000781 3)))