



THE UNITED STATES
CORPORATION
COMPANY

L71463

ACCOUNT NO. : 072100000032

REFERENCE : 649072 5011226

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizit

ORDER DATE : December 24, 1997

ORDER TIME : 11:21 AM

ORDER NO. : 649072-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Catherine M. Peck
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

900002382569--9

DOMESTIC FILINGS

NAME: CAREER IV, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 DEC 24 PM 1:33

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 24 AM 10:37

FILED

DEC 26 1997

ARTICLES OF DISSOLUTION
OF
CAREER IV, INC.

A Florida Corporation

ARTICLE I NAME

The name of this Corporation is CAREER IV, INC.

ARTICLE II DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on December 8, 1997.

ARTICLE III SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and shareholders is attached hereto.

CAREER IV, INC.

By: _____

Name: _____

Its: _____

Philip B. Crosby
Philip B. Crosby
Chairman + CEO

FILED
DEC 29 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 8 day of December, 1997, by Philip B. Crosby, as Chairman of Career IV, Inc., a corporation, on behalf of the corporation.



AFFIX NOTARY STAMP

Deborah M. Eifert
Signature of Notary Public

Deborah M. Eifert
(Print Notary Name)
My Commission Expires: 7/17/01
Commission No.: CC 649124

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced:

PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS OF CAREER IV, INC.

Authorization for Dissolution

1. Effective December 31, 1997, the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved. The recommendation of dissolution was approved by the shareholders of the Corporation by unanimous written consent effective December 31, 1997.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholders that the liquidation of the Corporation and the distribution of any of its remaining assets be made pursuant to a formal, written plan of liquidation and distribution, under which CAREER IV, INC. shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and any remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares.

This plan shall become effective on the date on which it is approved and adopted by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "effective date."

Cessation of Business

3. After the effective date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.

Sale of Assets

4. After the effective date, the Board of Directors and the Officers of the Corporation shall sell all of the assets, if any, of the Corporation. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation and of its shareholders. The Board of Directors and the officers of the Corporation may execute any instruments that are necessary to transfer title to the property and assets in order to complete such sales.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable

debts and liabilities of the Corporation in cash, through the transfer of any corporate assets which remain unsold, or shall otherwise be provided for.

The Corporation shall set aside the sum of \$2000.00 to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute any remaining cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the effective date bears to the total issued and outstanding shares of the Corporation. This distribution shall be made to the shareholders after the shareholders properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares. Such distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation.

Powers of Directors and Officers

7. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Dated: December 8, 1997

JOINT WRITTEN ACTION
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
CAREER IV, INC.

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of CAREER IV, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the directors of the Corporation have recommended dissolution to the shareholders of the Corporation;

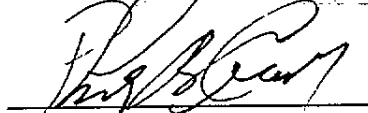
WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

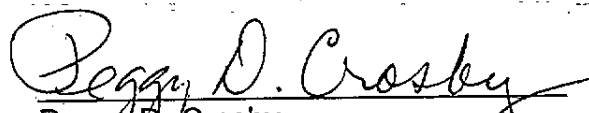
RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

BE IT FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

BE IT FURTHER RESOLVED, that the directors and president of the Corporation are hereby authorized and directed to see that the steps are undertaken in accordance with the Plan of Liquidation and Distribution of Assets of Career IV, Inc., attached hereto.

The undersigned hereby approve and adopt the foregoing written action effective as of the 31st day of December, 1997.


Philip B. Crosby,
Shareholder and Director


Peggy D. Crosby,
Shareholder

Phylis B. Crosby,
Shareholder and Director

Philip B. Crosby, Jr.,
Shareholder

**JOINT WRITTEN ACTION
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
CAREER IV, INC.**

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WHEREAS, the directors of the Corporation have recommended dissolution to the shareholders of the Corporation;

WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

BE IT FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

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Shareholder and Director

Peggy D. Crosby,
Shareholder

Phylis B. Crosby,
Shareholder and Director


Philip B. Crosby, Jr.,
Shareholder

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OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
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WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

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Philip B. Crosby,
Shareholder and Director


Peggy D. Crosby,
Shareholder

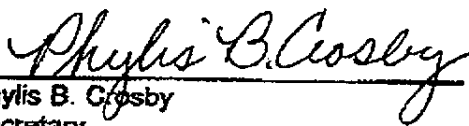

Phyllis B. Crosby,
Shareholder and Director


Philip B. Crosby, Jr.,
Shareholder

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of CAREER IV, INC., a Florida corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Board of Directors and Shareholders of the Corporation by joint written action dated the 8 day of December, 1997.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 8th day of December, 1997.



Phyllis B. Crosby
Secretary

(CORPORATE SEAL)