

L 96733

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN 28 PM 3:39

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

MICHAEL J. APPLETON
GREGORY E. MELNICK, JR.
Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

June 24, 2002

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

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*****35.00 *****35.00

Re: SUNTAI, INC.
L96733
My file reference: 2826-001

In connection with the above referenced corporation, please find enclosed the following items for filing with the Secretary of State, State of Florida, Division of Corporations:

Articles of Dissolution Pursuant to Florida Statute 607.267

Also enclosed is my firm check in the amount of \$35.00 representing payment of your filing fee. Please return one copy of this letter as acknowledgment of receipt of same and the enclosures.

If you should have any questions, please contact the undersigned at the phone number or address listed above. Thank you for your assistance in this matter.

Sincerely,

Michael L. Marlowe

Michael L. Marlowe

(Signed in his absence to avoid delay in mailing) *MS*

MLM/drs
enclosures
c- Michael Soheily-via fax

Voluntarily Dissolved 7/05/02
DC

**ARTICLES OF DISSOLUTION PURSUANT TO
FLORIDA STATUTE 607.267**

STATE OF FLORIDA
COUNTY OF ORANGE

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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BEFORE ME, the undersigned authority duly authorized to take oaths and acknowledgments, appeared MICHAEL B. SOHEILY, and INES U. SOHEILY, President and Secretary, respectively, of SUNTAI, INC., a corporation, who, upon being duly sworn and cautioned, upon their oath, depose and say as follows:

1. That their names are MICHAEL B. SOHEILY and INES U. SOHEILY, and that they are President and Secretary, respectively, of SUNTAI, INC., a Florida corporation .

2. That all of the Directors and Stockholders of SUNTAI, INC., a Florida corporation, by agreement held a Special Meeting of the Stockholders and Directors pursuant to Florida Statute 607.134.

3. That your Affiants would show that at said Joint Special Meeting of the Stockholders and Directors of SUNTAI, INC., a Florida corporation, held as of March 1, 2002, the following resolutions were adopted:

RESOLVED that the Corporation adopt an Agreement and Plan of Liquidation of Liquidation and Dissolution.

RESOLVED that the President and Secretary of this corporation file the appropriate documents with the Secretary of State, State of Florida, to dissolve the corporation.

RESOLVED that the President file with the Internal Revenue Service Form 966, Corporate Dissolution or Liquidation, as required under Section 331 of the Internal Revenue Code.

RESOLVED that the assets of the corporation be distributed according to the Agreement and Plan of Liquidation and Dissolution by Officers of the Corporation.

4. Your Affiants would further show that the following are the officers and addresses of said officers of said corporation:

PRESIDENT: MICHAEL B. SOHEILY
2 Rue Honore Labande
M C 98000 Monaco

**SECRETARY/
TREASURER** INES U. SOHEILY
2 Rue Honore Labande
M C 98000 Monaco

5. Affiants would further show that the following are the Directors and addresses of said Directors of said corporation: **MICHAEL B. SOHEILY INES U. SOHEILY**

6. That all debts, obligations and liabilities of the corporation have been paid.

7. That all the remaining property and assets of the corporation have been distributions to its shareholders in accordance with their respective rights and interest.

8. That there are no actions pending against the corporation in any Court.

FURTHER AFFIANTS SAYETH NOT.

Certifié véritable les signatures de Monsieur Bijan SOHEILY, et Madame Inès SOHEILY, apposées ci-contre. Monaco, le 3 juin 2002.


MICHAEL B. SOHEILY, PRESIDENT


INES U. SOHEILY, SECRETARY

**P.L. AUREGLIA
NOTAIRE
MONACO**