

L98614

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

300002770343--5

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Office Use Only

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

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

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NEW FILINGS
Profit
NonProfit
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
Name Reservation

REGISTRATION/REQUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

FILED
99 FEB -9 PM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB -9 PM 2:04
STATE OF FLORIDA
DEPARTMENT OF STATE

Joe 2/9

Examiner's Initials

**ARTICLES OF DISSOLUTION
BY BOARD OF DIRECTORS AND SHAREHOLDERS**

FILED
99 FEB -9 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to FSA § 607.1403, this corporation submits the following articles of dissolution:

1. The name of the corporation is: 1325 MERIDIAN AVENUE, INC.
2. The date of incorporation of the corporation: September 10, 1990
3. The date the dissolution was authorized: December 31, 1998
4. The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
5. These articles will be effective on December 31, 1998.

Date: December 31, 1998

1325 MERIDIAN AVENUE, INC.

By: Cila Einhorn
CILA EINHORN, PRESIDENT

ATTEST:

Cila Einhorn
CILA EINHORN, SECRETARY

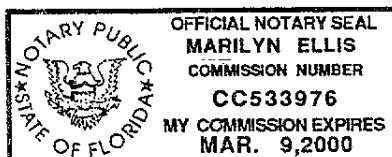
STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared, CILA EINHORN, President and Secretary, who are to me well known to be the person described in and who subscribed the above Articles of Dissolution, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth. Such individual is ☒ personally known to me or ☐ produced a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Plantation, in said County and State, this 3 day of Feb., 1999.



Marilyn Ellis
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 3/9/2000

PLAN FOR DISSOLUTION
OF
1325 MERIDIAN AVENUE, INC.

This Plan of Complete Liquidation and Dissolution (the "Plan") is for the purpose of accomplishing the complete, voluntary liquidation and dissolution of 1325 MERIDIAN AVENUE, INC. (the "Corporation") in accordance with and pursuant to the provisions Chapter 617 and other applicable sections of the Florida Corporation Act, in substantially the following manner:

1. The Board of Directors of the Corporation (the "Board") shall adopt a resolution to dissolve the Corporation in accordance with pertinent Florida law.

2. Upon meeting of the Board of Directors and the passing of the Resolution reflecting the Intent to Dissolve the Corporation and adopting the Plan (the "Adoption"):

A. At such date or dates as the Board shall determine, the Corporation will cease to carry on any business, except insofar as may be necessary for the property winding up thereof, will take the necessary steps to complete formal dissolution under the Florida Corporation Law and will withdraw from all jurisdictions in which it is qualified to do business.

B. The Corporation will then proceed to collect its assets and after paying or adequately providing for the payment of all of its obligations, it will distribute the remainder of its assets either in cash or in kind, in one or more distributions to its stockholders in proportion to their interests in the Corporation.

C. The Board shall be authorized and empowered to take all steps necessary or appropriate to complete the liquidation of the Corporation as provided herein, including, without limitation, the power and authority to make arrangements (whether pursuant to proceeding in the Circuit Court of the State of Florida or otherwise) upon such terms and conditions as the Board shall deem appropriate or as shall be approved by the Court (as the case may be), for the transfer of certain of the Corporation's assets to one or more liquidating trustees for the benefit of the holders.

D. All such sales, distributions in liquidation and other steps hereinabove in this Paragraph 2, set forth to be performed by the Corporation or the Board shall be accomplished within the twelve-month period beginning on the date of the Adoption.

3. At any time before the filing of the certificate with the Secretary of State of Florida pursuant to Chapter 617 of the Florida Corporation Act, if it deems it to be to the best interests of the Corporation, the Board may abandon the Plan, provided that, notwithstanding said power of the Board, the Plan shall be fully effective from and after the date of the Adoption in the event there shall be no such Board action.

DATED this 31st day of December, 1998.

1325 MERIDIAN AVENUE, INC.

By: Cila Einhorn
CILA EINHORN, PRESIDENT

ATTEST:

Cila Einhorn
CILA EINHORN, SECRETARY

STATE OF FLORIDA)

SS

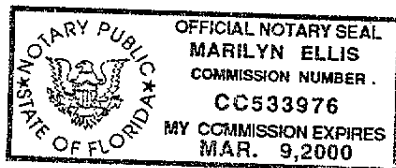
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared, CILA EINHORN, President and Secretary, who are to me well known to be the person described in and who subscribed the above Plan for Dissolution, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth. Such individual is [X] personally known to me or [] produced a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Plantation, in said County and State, this 3 day of Feb., 1999.

Marilyn Ellis
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 3/9/2000



MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF 1325 MERIDIAN AVENUE, INC.
[DISSOLUTION]

A special meeting of the shareholders of 1325 MERIDIAN AVENUE, INC. was held on December 31, 1998 at 9655 W. Broward Blvd., Plantation, Florida. Present were all of the shareholders of the corporation:

The shareholders discussed the recommendation of the corporation's board of director that the corporation be dissolved and that the liquidation of the corporation occur in accordance with the terms and provisions set forth in the resolutions adopted by the board of directors. Upon motion duly made and carried, the following resolutions were adopted:

RESOLVED that the shareholders of the corporation hereby consent, authorize, and approve the liquidation of the corporation in accordance with the terms and provisions set forth in the resolutions adopted December 31, 1998 by the corporation's board of directors. This plan is in all respects adopted and approved;

RESOLVED that the shareholders hereby approve the distribution of all of the assets of the corporation to the shareholders in accordance with said board of director's resolutions; and

RESOLVED that the officers of the corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the board of directors of the corporation.

There being no further business, the meeting was adjourned.

Cila Einhorn
Secretary

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF 1325 MERIDIAN AVENUE, INC.
[DISSOLUTION]

A special meeting of the directors of 1325 MERIDIAN AVENUE, INC. took place on December 31, 1998 at 9655 W. Broward Blvd., Plantation, Florida. Present were all of the directors of the corporation: Cila Einhorn and Shalom Einhorn.

The directors discussed the dissolution of the corporation and a plan of liquidation. Upon motion duly made and seconded, the following resolutions were adopted:

RESOLVED, that, subject to the approval of the shareholders of the corporation and effective on December 31, 1998, a plan of liquidation be, and hereby is, formulated to effect a liquidation and dissolution of the corporation in accordance with the following resolutions;

RESOLVED, that the officers of the corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation;

RESOLVED, that after providing for all proper debts of the corporation, and to the extent that the assets of the corporation are sufficient therefore, all remaining assets of the corporation shall be distributed to the shareholders on a pro rata basis;

RESOLVED, that the actions provided for in the foregoing resolutions shall commence as soon as practicable after the date of shareholder approval of this plan of complete liquidation;

RESOLVED, that the officers of the corporation be, and they hereby are, authorized and directed to pay all fees and taxes and to do or cause to be done all acts and things they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions;

RESOLVED, that the board of directors hereby recommends to the shareholders that they approve the dissolution of the corporation and the plan of liquidation set forth in these resolutions; and

RESOLVED, that a special meeting of the shareholder be called on December 31, 1998 at 10:00 am at 9655 W. Broward Blvd., Plantation, Florida to consider the above resolutions.

There being no further business, the meeting was adjourned.

Cila Einhorn
Secretary