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Professional Association

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June 11, 1997

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

300002211583--3
-06/13/97--01056--019
*****87.50 *****87.50

RE: NOPAWA, INC.

Gentlemen:

Enclosed herewith please find Articles of Dissolution, with copies of Resolution to be attached to Form 966 and Form 966, attached, with regard to the above corporation, together with check in the amount of \$87.50 to cover the filing fee and certified copy.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

Melvin F. Frankel

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

FILED
JUN 13 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DICTATED BY MR. FRANKEL WITH
SIGNATURE STAMP AFFIXED IN HIS
ABSENCE TO ELIMINATE DELAY

5/19

1/1/ Diss.

ARTICLES OF DISSOLUTION
OF
NOPAWA, INC.

FILED
97 JUN 13 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **NOPAWA, INC.**
2. The names and respective addresses of its directors are:

GOSSEN ANTONIU TONIUS
THE PIER, MELFORT P.A. 344XO
KILMELFORD ANGYLL SC

3. The names and respective addresses of its officers are:

STEPHEN A. BLASS - VICE PRESIDENT
ONE SOUTHEAST THIRD AVENUE, #1400-A
MIAMI, FLORIDA 33131-1777

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

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 20th day of May, 1997.

Dated this 20th day of May, 1997.

NOPAWA, INC.

BY: _____

STEPHEN A. BLASS, Vice President

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of May, 1997, by STEPHEN A. BLASS, who is ☒ personally known to me, or ☐ produced _____ as identification..

PRINT NAME: _____

CARLA C. JACKSON

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: 09-24-99

Commission No: 00312870

OFFICIAL NOTARY SEAL
CARLA C. JACKSON
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. 00312870

AGREED PLAN OF LIQUIDATION AND DISSOLUTION
OF
NOPAWA, INC.

This Agreed Plan of Liquidation and Dissolution (Plan) between WESTMARK HOLDING, LTD., a Channel Islands corporation (the "Shareholder") and NOPAWA, INC., a Florida Corporation (the "Corporation"), is for the purpose of effecting the liquidation and dissolution of NOPAWA, INC., in accordance with the requirements of the Internal Revenue Code and the applicable provisions of Florida Statutes.

NOW THEREFORE, the parties hereto hereby agree as follows:

1. This plan is hereby approved by the sole shareholder of the Corporation and by the Sole Director of the Corporation and shall become effective upon formal execution by Antonius Tonius Gossen, as the sole director of the Corporation and by John Barrett, as President of WESTMARK HOLDINGS, LTD., the sole Shareholder as the holder of 100% of the outstanding shares of stock of NOPAWA, INC.

2. After May 15, 1997, NOPAWA, INC. shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distribution of its assets in accordance with this Plan. The liquidation and dissolution is to be effected as promptly as possible.

3. It is agreed that the sole shareholder, WESTMARK HOLDING, LTD., shall receive the value of its stock interests in NOPAWA, INC., in cash or kind as the assets of NOPAWA, INC., currently exist.

4. At the close of business on May 15, 1997, the officers shall set aside a reserve fund of an amount to be determined by its certified public accountants, sufficient to pay all Federal

income taxes, Florida State Income Excise taxes, if any, and miscellaneous fees and expenses in connection with execution of this Plan. Such reserve funds shall be paid by corporate check to BLASS & FRANKEL, P.A., the attorneys for NOPAWA, INC., to be held by said law firm in trust for the payment of such proper expenses and taxes in accordance with authorization given by the directors of NOPAWA, INC. Any amount remaining in the reserve fund shall be distributed to the sole stockholder on the basis of its 100% ownership in NOPAWA, INC.

5. If the amount of the reserve fund determined in accordance with the provisions of paragraph 4 should prove to be insufficient, any excess liability shall be paid entirely by WESTMARK HOLDING, LTD.

6. NOPAWA, INC. shall transfer and assign all the remaining assets of NOPAWA, INC., subject to all liabilities of the corporation, whether known or unknown (except liabilities provided for in paragraph 4) if any, to WESTMARK HOLDING, LTD., by appropriate instruments of transfer. Such transfers are to be made as promptly as practicable.

7. The director and officers shall cause to be executed and filed, a certificate of dissolution of NOPAWA, INC., in accordance with the applicable provisions of Florida Statutes. In addition to the filing of the final income tax and franchise tax returns of NOPAWA, INC., the directors and officers shall execute and file Treasury Department Form 966 and Forms 1096 and 1099, and all other tax returns, certificates, documents, and information required to be filed by reason of the complete liquidation and dissolution of NOPAWA, INC.

8. The officers and director of NOPAWA, INC. shall execute and consummate the Plan, and shall have power to adopt all resolutions, execute all documents, and file all papers, and take all necessary action they deem necessary or desirable for the complete liquidation and dissolution of NOPAWA, INC.

IN WITNESS WHEREOF, the Parties have caused this Agreement and Plan of Liquidation and Dissolution to be executed by their respective duly authorized officers on the dates set forth hereinafter in duplicate original counterparts.

Executed this 7TH day of May, 1997.

WESTMARK HOLDING, LTD., a
Channel Island corporation
as the sole Shareholder

By: 

JOHN BARRETT, its President

IN WITNESS WHEREOF, the Parties have caused this Agreement and Plan of Liquidation and Dissolution to be executed by their respective duly authorized officers on the dates set forth hereinafter in duplicate original counterparts.

Executed this 20~~th~~ day of May, 1997.

NOPAWA, INC., a Florida corporation

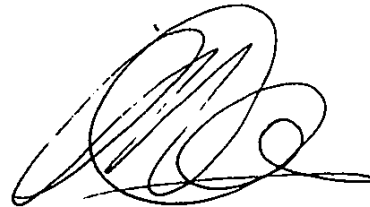
By: 

STEPHEN A. BLASS, Vice President

IN WITNESS WHEREOF, the Parties have caused this Agreement and Plan of Liquidation and Dissolution to be executed by their respective duly authorized officers on the dates set forth hereinafter in duplicate original counterparts.

Executed this 20th day of May, 1997.

Ratified and Approved by the
sole Director of NOPAWA, INC.



Antonius Tonus Gossen, Sole Director and President



Corporate Dissolution or Liquidation
(Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041

Please type or print	Name of corporation NOPAWA, INC.		Employer identification number 65-0019595	
	Number, street, and room or suite no. (If a P.O. box number, see instructions below.) 1 S.E. 3RD AVENUE, SUITE 1400		Check type of return <input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other <input type="checkbox"/>	
	City or town, state, and ZIP code MIAMI, FLORIDA 33131			
1 Date incorporated NOV. 14, 1986		2 Place incorporated MIAMI, FLORIDA		3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial
5 Service Center where corporation filed its immediately preceding tax return ATLANTA, GEORGIA		6 Last month, day, and year of immediately preceding tax year 10/31/96		7a Last month, day, and year of final tax year MAY 31, 1997
7c Name of common parent N/A		7d Employer identification number of common parent N/A		7b Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
				7e Service Center where consolidated return was filed N/A
8 Total number of shares outstanding at time of adoption of plan or liquidation				Common 7,500 Preferred N/A
9 Date(s) of any amendments to plan of dissolution				NONE
10 Section of the Code under which the corporation is to be dissolved or liquidated				332
11 If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed				N/A

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete

☐

Signature of officer

VICE PRESIDENT

Title

JUNE , 1997

Date

Instructions

Paperwork Reduction Act Notice. — We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping 5 hr., 1 min.
Learning about the law or the form 6 min.
Preparing and sending the form to the IRS 11 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **DO NOT** send the tax form to this office. Instead, see **When and Where To File** on this page.

Who Must File. — A corporation must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations are not required to file Form 966. These organizations should see the Instructions for Form 990 or 990-PF.

When and Where To File. — File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of Property. — A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to liquidation of a subsidiary and to a distribution that is made pursuant to a plan of reorganization.

Address. — Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

Signature. — The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.

CERTIFIED COPY OF RESOLUTION TO BE ATTACHED TO FORM 966

I, **STEPHEN A. BLASS**, do hereby certify that I am the duly elected Vice President and acting Secretary of **NOPAWA, INC., a Florida corporation**; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the shareholders of this Company have executed and delivered to this Company, a consent to the dissolution of this Company; and

WHEREAS, this Company is to be voluntarily dissolved pursuant to the appropriate provisions of The Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company pursuant to the provisions of Internal Revenue Code 331;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Company be and the same is hereby adopted:

(1) The proper officers of this Company shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of The Business Corporation Act of Florida.

(2) The assets and property of this Company, subject to its liabilities, if any, shall be assigned and conveyed equally to the shareholders of this Company, upon said shareholder's agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Company, and the proper officers of this Company shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.

(3) Upon such conveyance and assumption, this Company shall be dissolved, and the proper officers of this Company shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Act of Florida, and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said corporation and with its corporate seal hereunto affixed this 20th day of May, 1997.

NOPAWA, INC., a Florida corporation

By: 

STEPHEN A. BLASS, Secretary

(CORPORATE SEAL)