

M58572

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

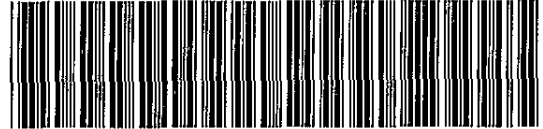
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C. Goulette DEC 16 2005

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Requester's Name

Address

City/State/Zip

Phone #

6056-5454

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

1. Midwest Suppliers, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in
☐ Mail out

☐ Pick up time _____
☐ Will wait

☐ Photocopy

☒ Certified Copy
☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
MIDWEST SUPPLIERS, INC.**

1. The name of this corporation is MIDWEST SUPPLIERS, INC.
2. MIDWEST SUPPLIERS, INC. elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and Board of Directors, which Written Consent was effective as of November 30, 2005. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 15th day of December, 2005.

MIDWEST SUPPLIERS, INC.

By: 
Carlos Bentin, President

(Corporate Seal)

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TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND BOARD OF DIRECTORS
OF
MIDWEST SUPPLIERS, INC.**

The undersigned, being the sole Shareholder and all of the members of the Board of Directors of MIDWEST SUPPLIERS, INC., a Florida corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Removal of Officer – Appointment of New Officers

WHEREAS, the Board of Directors of the Corporation deem it advisable and in the best interest of the Corporation to remove current President/Secretary/Treasurer of the Corporation and to appoint new officers.

NOW THEREFORE, BE IT RESOLVED to remove Mr. Victor Kimura as President, Secretary and Treasurer of the Corporation.

FURTHER RESOLVED that the individual whose name is set forth below be, and hereby is, appointed to the offices set forth opposite his name, such individual to serve in such offices until his earlier death, resignation or removal.

Carlos Bentin President/Secretary/Treasurer

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Board of Directors of this Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable, and distribute to the sole Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions

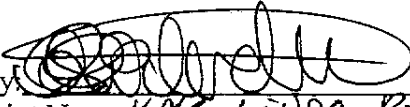
RESOLVED, that any other actions taken by the Board of Directors and officers of this Corporation since the execution of the last written action of its Shareholder and Board of Directors be, and they hereby are, ratified, confirmed and approved.


Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time and any similar requirement, for this year and all prior years be, and it hereby is, waived.


Effective Date: November 30, 2005

SPRINGHARBOR, INC., Shareholder

By: 
Print Name: LAR - Linda Richardson
Title: SOLE DIRECTOR



Carlos Bentin, Director



Elias Bentin, Director



Victor Montori, Director