

M76330

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DISSOLUTION

LAMPERT AND COMPANY, INC.

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**KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES, P.A.**

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<sup>1</sup> ALSO MEMBER OF VIRGINIA BAR  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 27, 2001

LAMPERT AND COMPANY, INC.  
P O BOX 2000  
OCALA, FL 34478US

SUBJECT: LAMPERT AND COMPANY, INC.  
REF: M76330

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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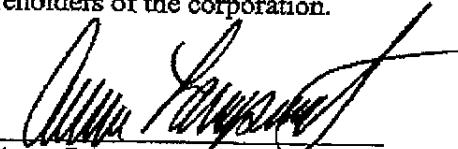
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## ARTICLES OF DISSOLUTION

1. The name of the Corporation is Lampert and Company, Inc.
2. The names and respective addresses of its officers are:  
  
Anna Lampert, President, Secretary, Treasurer  
3014 SW 41<sup>st</sup> Place  
Ocala, FL 34474
3. The names and respective addresses of its directors are:  
  
Anna Lampert  
3014 SW 41<sup>st</sup> Place  
Ocala, FL 34474
4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.
5. All of the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation.

Dated this 14<sup>th</sup> day of December 2001.  
By: Anna Lampert  
President/Secretary

Prepared By:  
Craig S. Pearlman  
Kilgore, Pearlman, Stamp, Ornstein & Squires  
P.O. Box 1913, Orlando, Florida 32802-1913  
(407) 425-1020  
Florida Bar No 245501

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STATE OF FLORIDA  
COUNTY OF MARION

Before me personally appeared ANNA LAMPERT who is the President and Secretary of Lampert and Company, Inc. and acknowledged before me that she executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunder set my hand and seal on this 14<sup>th</sup> day of November, 2001.

NOTARY PUBLIC:

Sign: Sharon E. Carter

State of Florida at Large

My Commission Expires:

CommissionNo. CC867471

(SEAL)



Sharon E. Carter  
My Commission CC867471  
Expires August 30, 2003

Prepared By:  
Craig S. Pearlman  
Killgore, Pearlman, Stamp, Ornstein & Squires  
P.O. Box 1913, Orlando, Florida 32802-1913  
(407) 426-1020  
Florida Bar No 245501

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WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS OF LAMPERT AND  
COMPANY, INC. IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND  
BOARD OF DIRECTORS PURSUANT TO SECTION 607.0821 AND 607.0704  
OF THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all of the Stockholders and Directors of Lampert and Company, Inc. hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that Lampert and Company, Inc. be liquidated in accordance with the laws of the State of Florida and the provisions of the Internal Revenue Code, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for Lampert and Company, Inc. be and they hereby are authorized and directed to:


1. File Form 966 with the District Director of Internal Revenue Service, together with a copy of this consent;
2. Transfer all of the assets of Lampert and Company, Inc. to the stockholders of the corporation;
3. Distribute all of the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida;
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors.

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: 12/14/01

SHAREHOLDERS

  
\_\_\_\_\_  
ANNA LAMPERT

  
\_\_\_\_\_  
ANNA LAMPERT, Personal Representative  
of the Estate of Everett Lampert

DIRECTORS

  
\_\_\_\_\_  
ANNA LAMPERT