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DIVISION OF CORPORATIONS

DISSOLUTION

SEABREEZE DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF
SEABREEZE DEVELOPMENT, INC.**

1. The name of the corporation is **SEABREEZE DEVELOPMENT, INC.**

2. The names and respective addresses of its officers and directors are:

Leo Henriquez
1401 Highway A1A, Ste 203
Vero Beach, FL 32963

President/Treasurer/Director

Samuel A. Block
3339 Cardinal Drive, Ste 200
Vero Beach, FL 32963

Vice President

Leopoldo Henriquez, Jr.
1401 Highway A1A, Ste 203
Vero Beach, FL 32963

Secretary

3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

4. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation); except that sufficient funds have been retained to satisfy an Internal Revenue Service liability for sale of assets.

5. 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

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that may be entered against the corporation in any pending action).

6. A conformed copy of the Joint Corporate Resolution of the Director and Shareholder to dissolve is attached.

Dated the 27th day of June, 2005.

Leo Henriquez, President/Treasurer

Leopoldo Henriquez, Jr., Secretary

Samuel A. Block, Vice President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me personally appeared LEO HENRIQUEZ, who is personally known to me or who produced _____ as identification, and who executed the foregoing instrument as President and Treasurer of the above named SEABREEZE DEVELOPMENT, INC., a Florida corporation, and who acknowledged to and before me that he executed such instrument as such President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 27th day of June, 2005.

Notary Public



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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me personally appeared LEOPOLDO HENRIQUEZ, JR., who is personally known to me or who produced _____ as identification, and who executed the foregoing instrument as Secretary of the above named SEABREEZE DEVELOPMENT, INC., a Florida corporation, and who acknowledged to and before me that he executed such instrument as such Secretary of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 22nd day of June, 2005.Nancy L. GRI
Notary Public.STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me personally appeared SAMUEL A. BLOCK, who is personally known to me or who produced _____ as identification, and who executed the foregoing instrument as Vice President of the above named SEABREEZE DEVELOPMENT, INC., a Florida corporation, and who acknowledged to and before me that he executed such instrument as such Treasurer of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 22nd day of June, 2005.Nancy L. GRI
Notary Public.

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**JOINT CORPORATE RESOLUTION OF
THE DIRECTOR AND SHAREHOLDER OF
SEABREEZE DEVELOPMENT, INC.**

The undersigned Directors and Shareholders of SEABREEZE DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Florida,

DO HEREBY CERTIFY that the following resolutions were adopted and that the said resolutions have been entered upon the regular minute book of said corporation, are in accordance with the by-laws and are now in full force and effect to wit:

RESOLVED, that an accounts' receivable in the sum of \$1,740,918.00 owed to SEABREEZE DEVELOPMENT, INC. by YNNARACSO, INC., a corporation organized and existing under the laws of the State of Florida, shall be transferred to YNNARACSO, INC. as a liquidating distribution.

FURTHER RESOLVED, that since SEABREEZE DEVELOPMENT, INC. is free and clear of all debts and obligations after a dividend disbursement of \$15,968.40 paid to YNNARACSO, INC., SEABREEZE DEVELOPMENT, INC. may be dissolved and the outstanding shares cancelled.

BE IT FURTHER RESOLVED, that LEO HENRIQUEZ, President, is hereby authorized and directed to execute all documents on behalf of SEABREEZE DEVELOPMENT, INC. related to the transfer of \$1,740,918.00 owed to the Corporation to YNNARACSO, INC. and to execute Articles of Dissolution and any other documents on behalf of SEABREEZE DEVELOPMENT, INC. in order to dissolve the Corporation.

WE FURTHER CERTIFY that the foregoing resolution is fully in accord with and pursuant to the by-laws of said corporation.

DIRECTOR:

LEO HENRIQUEZ

SHAREHOLDER:

YNNARACSO, INC.

By:

Leopoldo Henriquez, President

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CAPITAL CONNECTION

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IN WITNESS WHEREOF I have hereunto subscribed my name and affixed the seal of said corporation this 31st day of May, 2005.


Leopoldo Henriquez, Jr. Secretary

SEABREEZE DEVELOPMENT, INC.

By: 
Leopoldo Henriquez President

(Corporate Seal)

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