

M96686

HOLLAND & KNIGHT

Requestor's Name
315 SOUTH CALHOUN STREET

Address
Tallahassee, Florida 32301

City/State/Zip Phone #
224-7000

FILED
97 NOV 19 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Johannes of Florida, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*****87.50 *****87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 NOV 19 AM 10:04
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF DISSOLUTION
OF
JOHANNES OF FLORIDA, INC.

FILED
97 NOV 19 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Attorney-in-fact of JOHANNES OF FLORIDA, INC., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submits the following:

ARTICLE I

The name of the Corporation is JOHANNES OF FLORIDA, INC.

ARTICLE II

The dissolution was authorized as of January 1, 1997.

ARTICLE III

The dissolution was approved by unanimous written consent of all of the shareholders and directors of the Corporation as of January 1, 1997.

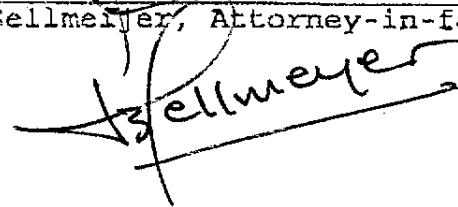
ARTICLE IV

These Article of Dissolution shall be effective upon filing with the Secretary of State.

The undersigned Attorney-in-fact, for the purpose of dissolving JOHANNES OF FLORIDA, INC. under the laws of the State of Florida, has executed these Articles of Dissolution as of this 31 day of Oct, 1997.



B.J. Sellmeyer, Attorney-in-fact



MIA4-558937

WRITTEN CONSENT OF THE SHAREHOLDERS

OF

JOHANNES OF FLORIDA, INC.

The undersigned, constituting all of the shareholders of JOHANNES OF FLORIDA, INC., a Florida corporation (the "Corporation"), acting pursuant to Sections 607.0704 and 607.1402(6) of the Florida Statutes, hereby adopt the following resolutions:

WHEREAS, the directors recommend to the shareholders, and the shareholders agree, that it is in the best interest of the Corporation to dissolve the Corporation; therefore, be it

RESOLVED, that the Corporation shall be dissolved as soon as possible; and it is

FURTHER RESOLVED, that B.J. Sellmeijer is specifically empowered and directed to take all actions necessary to dissolve and liquidate the Corporation, including, but not limited to the following actions:

(a) Execute and file the Articles of Dissolution of the Corporation with the Florida Department of State;

(b) Collect the Corporation's assets;

(c) Close the Corporation's bank account following receipt of bank statement showing the cleared checks;

(d) Make provisions for the discharge of all the Corporation's liabilities and prepay the accountant's fees for preparation of final tax returns;

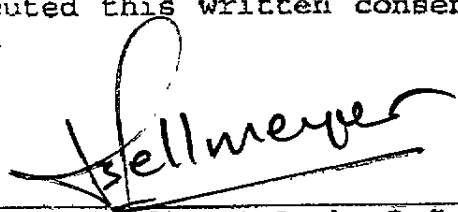
(e) Distribute the Corporation's remaining property to its shareholder, Jensen Holding S.A. - 100%, in exchange for the surrender and cancellation of its shares of the Corporation's stock and treat for federal income tax purposes any and all distributions to the shareholders on or after January 1, 1997, as made in exchange for the surrender and cancellation of such shares;

(e) Take all other actions necessary to wind up and completely liquidate the Corporation's business and affairs.

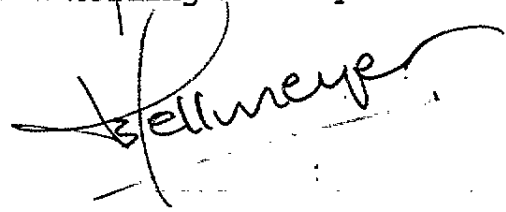
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IN WITNESS WHEREOF, the undersigned shareholders of JOHANNES
OF FLORIDA, INC., have executed this written consent as of this
31 day of Oct, 1997.



Jensen Holding S.A. by B.J. Sellmeijer



MIA4-558971