

N10713

Holland & Knight LLP  
Requester's Name  
315 So. Calhoun Street  
Address  
425-5675  
City/State/Zip Phone #

FILED  
2002 OCT 14 AM 11:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

1. Armed Forces Interchange Group Inc  
(Corporation Name) (Document #) N10713

2. (Corporation Name) (Document #)

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-10/14/02--01018--024  
\*\*\*\*\*78.75 \*\*\*\*\*43.75

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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**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

C. Coulliette OCT 14 2002

Examiner's Initials

RECEIVED  
02 OCT 14 AM 10:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF DISSOLUTION  
OF  
ARMED FORCES INTERCHANGE GROUP, INC.**

FILED  
2002 OCT 14 AM 11:54  
TALLAHASSEE  
SECRETARY OF STATE

The undersigned officer of Armed Forces Interchange Group, Inc., a Florida not for profit corporation, pursuant to resolutions of the board of directors and members of the corporation authorizing the dissolution of the corporation in accordance with the Sections 617.1402 of the Florida Not For Profit Corporation Act, hereby submits the following in accordance with 617.1403 of the Florida Not For Profit Corporation Act:

**Article I**

The name of this corporation is ARMED FORCES INTERCHANGE GROUP, INC.

**Article II**

The document number of this corporation on file with the Secretary of State, State of Florida, is N10713.

**Article III**

The directors of this corporation at a meeting held on August 3, 2002 unanimously adopted resolutions approving the dissolution of the corporation and directing that the question of dissolution be submitted to the members for approval.

**Article IV**

The members of this corporation approved the dissolution of the corporation by unanimous written consent on August 3, 2002 in accordance with Section 617.0701(4), Florida Statutes.

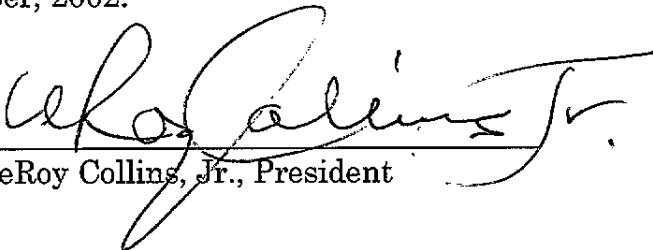
**Article V**

The dissolution of this corporation shall be effective upon the filing of these Articles of Dissolution with the Secretary of State, State of Florida.

**Article VI**

A copy of the Plan of Distribution of assets of the corporation approved by the directors and members of the Corporation duly authenticated and certified by an officer of the corporation is attached to these Articles.

The undersigned, for the purpose of dissolving Armed Forces Interchange Group, Inc. under the laws of the State of Florida, has executed these Articles of Dissolution on this 20 day of September, 2002.

  
\_\_\_\_\_  
LeRoy Collins, Jr., President

TPA1 #1234646 v2

**ARMED FORCES INTERCHANGE GROUP, INC.**  
**PLAN OF DISTRIBUTION**

1. As soon as practicable, Armed Forces Interchange Group, Inc., (the "Corporation"), by its duly authorized officers and directors, shall to the extent of available assets of the Corporation first pay any expenses of the dissolution of the Corporation and next pay any remaining liabilities of the Corporation to third parties and in connection with such payments obtain full discharge of such expenses and liabilities;

2. The Corporation shall set aside such assets as the appropriate officers determine to be reasonably necessary for payment of unascertained or contingent liabilities of the Corporation;

3. No assets received and held by the Corporation are subject to limitations permitting their use only for charitable, religious, eleemosynary benevolent, educational, or similar purposes;

4. All assets remaining after the payments described in paragraph 1 above and the establishment of the reserve described in paragraph 2 above shall be distributed in one or more installments to the members of the Corporation pursuant to Article VII of the Corporation's Articles of Incorporation, as amended;

5. The proper officers of the Corporation shall take such action as in their discretion they consider necessary, appropriate or convenient to cause the dissolution of the Corporation;

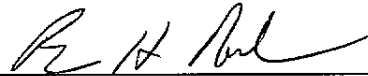
6. The proper officers of the Corporation shall cause to be filed Articles of Dissolution with the Florida Secretary of State and all other forms and documents required by governmental authorities, including tax returns, as soon as possible after dissolution of the Corporation; and

7. The officers and directors of the Corporation shall be empowered, authorized and directed to take all action and execute all instruments as they may consider necessary, appropriate or convenient to carry out the provisions of this Plan of Distribution, and to adopt any further resolutions that may be necessary or desirable in furtherance of the dissolution of the Corporation in accordance with this Plan of Distribution.

## OFFICER'S CERTIFICATE

I, the undersigned, Bruce H. Roberson, as the Secretary of ARMED FORCES INTERCHANGE GROUP, INC. (the "Corporation"), a not-for-profit corporation organized and existing under the laws of the State of Florida, do hereby certify that the attached Plan of Distribution of the Corporation was approved by resolution unanimously adopted by the directors of the Corporation at a meeting held on August 3, 2002, and approved by the unanimous written consent of the members of the Corporation on August 3, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of September, 2002.

By:   
Bruce H. Roberson, Secretary