

Division of Corporations

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N97000005992

Florida Department of State
Division of Corporations
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Division of Corporations
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DIVISION OF CORPORATIONS

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DISSOLUTION

INFINITE OUTSOURCE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	10
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
INFINITE OUTSOURCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is INFINITE OUTSOURCE, INC. (Florida Document No N97000005992).
2. The Corporation's Articles of Incorporation were filed with the Florida Secretary of State on October 22, 1997.
3. The Corporation has no members with voting rights.
4. Dissolution of the Corporation was authorized pursuant to a Written Action in Lieu of a Special Meeting of the Board of Directors of the Corporation dated effective August 28, 2003. The number of Directors in office was five (5) and the resolution was approved by the unanimous decision of all five (5) Directors.
5. These Articles of Dissolution shall be effective upon the effective date of filing with the Florida Department of State.

Signed this 28 day of August, 2003.

INFINITE OUTSOURCE, INC.,
a Florida not-for-profit corporation

By: 

Brian Sickora, President

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CERTIFICATE

I HEREBY CERTIFY that I am the duly elected and presently serving President of **INFINITE OUTSOURCE, INC.**, a Florida not-for-profit corporation (the "Corporation").

I FURTHER CERTIFY that the copies of the *Written Action in Lieu of a Special Meeting of the Board of Directors* of the Corporation dated effective August 28, 2003 attached hereto as Exhibit "A", and the *Plan of Liquidation* of the Corporation attached hereto as Exhibit "B", are true, correct and complete copies of such documents.

Dated this 28 day of August, 2003.

INFINITE OUTSOURCE, INC.,
a Florida not-for-profit corporation

By: 

Brian Stickora, President

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**WRITTEN ACTION
IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
INFINITE OUTSOURCE, INC.**

LIQUIDATION AND DISSOLUTION

The undersigned, being all of the members of the Board of Directors of INFINITE OUTSOURCE, INC., a Florida not-for-profit corporation (the "Corporation"), executing this Written Action pursuant to Sections 617.0821 of the Florida Statutes, in lieu of holding a special meeting of the Board of Directors, hereby take, authorize, approve and consent to the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that the Corporation be liquidated and formally dissolved;

FURTHER RESOLVED, that the proposed Plan of Liquidation and Articles of Dissolution, copies of which are attached hereto, be, and they hereby are, adopted;

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take any and all actions as necessary or desirable to liquidate the Corporation in accordance with the Plan, including but not limited to the following actions:

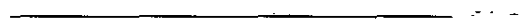
1. The assignment and transfer of all of the assets of the business of the Corporation.
2. The execution and filing on behalf of the Corporation of Articles of Dissolution with the Florida Department of State and all informational returns and other documents required to be filed with the Internal Revenue Service.

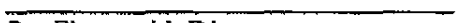
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IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, hereby execute this Written Action as and for the written consent of the Directors, dated effective the 28th day of August, 2003.



Brian Sickora, Director

Virginia Fox, Director

Robert Ahnman, Director

Pat Fitzgerald, Director

Pat Keating, Director

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IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, hereby execute this Written Action as and for the written consent of the Directors, dated effective the 28th day of August, 2003.

Brian Sickora, Director

Virginia Fox, Director

Robert Altman, Director

Pat Fitzgerald, Director

Pat Keating, Director

CORPDIRECT ADMN

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IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, hereby execute this Written Action as and for the written consent of the Directors, dated effective the 28th day of August, 2003.

Brian Sickora, Director

Virginia Fox, Director

Robert Altman, Director



Pat Fitzgerald, Director

Pat Keating, Director

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8-28-03 11:04AM:WPBU Tel: (508) 333-5500

:850 427 3083
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IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, hereby execute this Written Action as and for the written consent of the Directors, dated effective the 28th day of August, 2003.

Brian Sickora, Director

Virginia Fox, Director

Robert Altman, Director

Pat Fitzgerald, Director

Pat Keating, Director

AUG-29-03 MON 03:32 PM

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IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, hereby execute this Written Action as and for the written consent of the Directors, dated effective the 28th day of August, 2003.

Brian Siskora, Director
Virginia Fox, Director

Robert Altman, Director

Pat Fitzgerald, Director

Pat Keating, Director

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**PLAN OF LIQUIDATION
OF
INFINITE OUTSOURCE, INC.**

WHEREAS, it is deemed advisable and in the best interest of INFINITE OUTSOURCE, INC. (hereinafter called the "Corporation") to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution by it as soon as reasonably possible following the adoption of this Plan of Liquidation of all of its assets in complete liquidation.

NOW, THEREFORE, the following Plan of Liquidation is hereby adopted by the Directors of the Corporation:

1. All liabilities and obligations of the Corporation shall to the extent possible be paid and discharged, or adequate provisions be made therefor;
2. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation, as provided in this Plan of Liquidation and the Corporation's Articles of Incorporation;
4. Other assets, if any, shall be distributed in accordance with the provisions of the Corporation's Articles of Incorporation or Bylaws to the extent that the Articles of Incorporation or Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others;
5. Any remaining assets shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this Plan of Liquidation;
6. The officers of the Corporation are authorized and directed to perform such acts and deeds to carry out the purposes of this Plan of Liquidation and to completely liquidate the Corporation as soon as reasonably possible following the date of adoption of this Plan of Liquidation in an orderly manner, and the President, and such other officers as are required to do so by law, are expressly authorized to execute any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the liquidation and to consummate this Plan of Liquidation;
7. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal information return on its behalf. The

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Corporation shall also cause the Corporation's accountants to file any other documents with the Internal Revenue Service required to be filed by the Corporation after the adoption of this Plan of Liquidation; and

8. The Corporation shall cause its attorneys to file Articles of Dissolution with the Florida Secretary of State.

Adopted by the Directors of the Corporation on August 28, 2003.

INFINITE OUTSOURCE, INC.,
a Florida not-for-profit corporation

By: 

Brian Sickora, President

CORPDIRECT ADMN

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CORP DIRECT ADMIN

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