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Division of Corporations  
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**DISSOLUTION OR WITHDRAWAL**

**ORTHOMED, INC.**

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December 27, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ORTHOMED, INC.  
C/O GEORGE KARTALIAN  
2354 ALEXANDER PALM DR  
NAPLES, FL 34105

SUBJECT: ORTHOMED, INC.  
REF: P00000000237

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

This should be Articles of Dissolution, not Organization. Please see line 3.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Carol Mustain  
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DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION  
FOR  
A CORPORATION

eff  
12-31-06

Pursuant to section 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution; the undersigned Director and Shareholder of the Corporation provide that the following information is true and correct:

1. The name of the Corporation as currently filed with the Florida Department of State is: **ORTHOMED, INC.** (the "Corporation").
2. The document number of the corporation: P00000000237
3. The Articles of Corporation were filed on January 3, 2000.
4. The date of the dissolution will be effective as of December 31, 2006.
5. The Corporation has not commenced business.
6. No debt of the Corporation remains unpaid.
7. The net assets of the Corporation remaining after winding up have been distributed to the Shareholder.
8. The Adoption of Dissolution is as follows:

All Directors authorized the dissolution.

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9. There are no suits pending against the Company in any court.

Signatures of the Shareholder and Director necessary to approve the dissolution:

**ORTHOMED, INC.**

George Kartalian  
George Kartalian, Director

George Kartalian  
George Kartalian, Shareholder

FILING FEE: \$52.50  
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**ACTION BY WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS  
IN LIEU OF ANNUAL MEETING  
OF  
ORTHOMED, INC.**

WHEREAS, as of the date of this Consent, the undersigned are all of the members of the Board of Directors and Shareholders of record of ORTHOMED, INC. (the "Corporation"); and

WHEREAS, the Board of Directors recommend and propose dissolution of the Corporation to the Shareholders; and

WHEREAS, upon the recommendation by the Board of Directors, the Shareholders have considered the dissolution of the Corporation; and

WHEREAS, upon the approval of the Shareholders, the Board of Directors shall authorize the dissolution of the Corporation.

NOW, THEREFORE, the undersigned, being all of the members of the Board of Directors and Shareholders of the Corporation, in accordance with Section 617.0704 of the Florida Business Corporation Act ("Act") relating to action taken without a meeting, hereby consent to the following actions by the Board of Directors and Shareholders of the Corporation:

RESOLVED, the Board of Directors recommend that the Corporation be dissolved.

RESOLVED, the Shareholders, by their signatures hereto, have approved the dissolution of the Corporation.

RESOLVED, the Corporation is to dissolve upon the filing of Articles of Dissolution with the Department of State.

RESOLVED, the Officers of the Corporation are authorized to effect the dissolution as necessary under the Act including the filing of the Articles of Dissolution, deliver to each of the Corporation's known claimants written notice of the dissolution at any time after its effective date, appropriately reject any claim made by a claimant pursuant to section 607.1406 of the Act by mailing notice of such rejection (along with a copy of section 607.1406 of the Act) to the claimant within 90 days after receipt of such claim, and in all events, at least 150 days before expiration of 3 years following the effective date of dissolution, and give notice of the dissolution of the Corporation to persons with known claims, that are contingent upon the occurrence of nonoccurrence of future events or otherwise conditional or unmaturred, and request that such persons present such claims in accordance with the terms of such notice.

RESOLVED, the Corporation shall continue its existence but may not carry on any business except that appropriate to wind up and liquidate its business and affairs, including (a) collecting its assets; (b) disposing of its properties that will not be distributed in kind to its Shareholders; (c) discharging or making provisions for discharging its liabilities; (d) distributing its remaining property among its Shareholders according to their interests; and (e) doing every other act necessary to wind up and liquidate its business and affairs.

RESOLVED, the Directors acknowledge that the dissolution does not, in addition to other provisions provided in the Act, (a) transfer title to the corporation's property; (b) subjects its Directors or Officers to standards of conduct different from those prescribed in the Bylaws and laws of the State of Florida; (c) prevent commencement of a proceeding by or against the corporation in its corporate name; or (d) abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution.

RESOLVED, this action by written consent of the Board of Directors of the Corporation shall be in lieu of a special meeting of the Board of Directors of the Corporation.

Pursuant to the Act, execution of this Consent by the undersigned, being all of the members of the Board of Directors and Shareholders of the Corporation, waives any requirement of a formal meeting to conduct the business referred to herein. This Consent may be signed in counterparts, all of which shall constitute a unanimous Consent of the Board of Directors.

Dated effective as of this 31<sup>st</sup> day of December 2006.

  
George Kartalian, Director

  
George Kartalian, Shareholder