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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAY 27 AM 11:13

Dissolution
NFS
5-29-03

LAW OFFICES OF
LANZA & BUGAY
A PROFESSIONAL ASSOCIATION
CITICENTRE, SUITE P-600
290 NORTHWEST 165TH STREET
MIAMI, FLORIDA 33169

SCOTT R. BUGAY*
ALEX HERNANDEZ
CHRISTOPHER F. LANZA**

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN MASSACHUSETTS

May 16, 2003

DADE: (305) 956-9040
BROWARD: (954) 767-3399
FACSIMILE: (305) 956-9014
E-MAIL: LanzaBugay@aol.com

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Voluntary Dissolution of Investment Funding, Inc.*

Dear Sir/Madam:

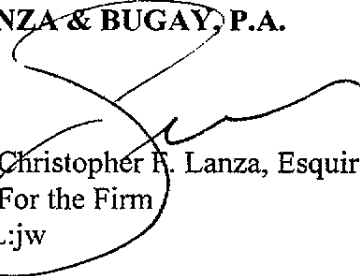
Enclosed please find the following relative to the voluntary dissolution of Investment Funding, Inc., a Florida corporation:

1. Certificate of Secretary of State of Voluntary Dissolution
2. President's notarized Certificate of Voluntary Dissolution
3. Shareholder's notarized Consent to Voluntary Dissolution
4. Notice and Waiver of Meeting
5. Minutes of Meeting
6. Resignation of President, Matthew D. Lanza
7. Resignation of Registered Agent, Christopher F. Lanza
8. My firm's check in the amount of \$70.00 for your stated administrative fees for processing the dissolution and resignations.

Please process the voluntary dissolution and resignations enclosed, and return to the undersigned in the enclosed, pre-paid envelope, a copy of the Secretary of State's Certificate of Voluntary Dissolution. In advance, I thank you for your courtesy and assistance in this matter.

Very truly yours,

LANZA & BUGAY, P.A.

By: 
Christopher F. Lanza, Esquire
For the Firm
CFL:jw

LAW OFFICES OF
LANZA & BUGAY
A PROFESSIONAL ASSOCIATION
CITICENTRE, SUITE P-600
290 NORTHWEST 165TH STREET
MIAMI, FLORIDA 33169

SCOTT R. BUGAY*
ALEX HERNANDEZ
CHRISTOPHER F. LANZA**

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN MASSACHUSETTS

May 22, 2003

DADE: (305) 956-9040
BROWARD: (954) 767-3399
FACSIMILE: (305) 956-9014
E-MAIL: LanzaBugay@aol.com

PERSONAL AND CONFIDENTIAL

Ms. Louise Jackson
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Voluntary Dissolution of Investment Funding, Inc.*

Dear Ms. Jackson:

Thank you for your call today. I appreciate your courtesy and assistance in this matter. Pursuant to your instructions, I enclose an additional check in the amount of \$35.00 and the first page of "Articles of Dissolution of Corporation" pursuant to Florida Statutes, 607.1403. I hope you now have everything you need to process the dissolution.

Again, thank you for your courtesy and assistance in this matter.

Very truly yours,

LANZA & BUGAY, P.A.

By:

Christopher F. Lanza, Esquire
For the Firm

CFL:jw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 MAY 27 AM 11:13

ARTICLES OF VOLUNTARY DISSOLUTION OF CORPORATION

(Pursuant to Florida Statutes, §607.1403)

STATE OF FLORIDA]

COUNTY OF MIAMI-DADE] ss:

THE UNDERSIGNED, as President and sole Director of INVESTMENT FUNDING, INC., a Florida stock corporation, organized under the laws of the State of Florida, does hereby, for the purpose of complying with the provisions of § 607.1403, F.S.A., in relation to the voluntary dissolution of corporations; make and attest this Certificate and attach thereto the written consent of the stockholders of INVESTMENT FUNDING, INC., a Florida corporation, for dissolution, and certify as follows:

1. The name of the corporation is INVESTMENT FUNDING, INC.
2. The Certificate of Incorporation of said corporation was filed in the Office of the Secretary of State of Florida on the 19th day of July, 2000.
3. The said corporation elects to dissolve.
4. The names and post office addresses of its directors are as follows:

Matthew D. Lanza, President and Sole Director
162 Country Club Way
Kingston, Massachusetts 02364
5. The names and post office addresses of the officers of the corporation are as follows:

Matthew D. Lanza, President and Sole Director
162 Country Club Way
Kingston, Massachusetts 02364
6. That all the debts, obligations and liabilities of the corporation have been paid or discharged.
7. That all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests, except: **NO EXCEPTIONS.**
8. That there are no actions pending against the corporation in any court.

That the Board of Directors of said corporation, at a meeting duly held and called for that purpose, at the Law Offices of LANZA & BUGAY, P.A., 290 NW 165th Street, Suite P-600, Miami, Florida 33169, on April 3, 2003, at 1:00 p.m., notice of which said meeting was duly waived by each and all of the directors as appears by written waiver, annexed to and forming a part of the minutes of said meeting of said directors, did, by unanimous vote of the whole Board, adopt the following resolutions:

RESOLVED: That in the judgment of this Board of Directors, it is deemed desirable and advisable to dissolve this corporation forthwith in the manner prescribed by § 607.267, F.S.A.; and be it further

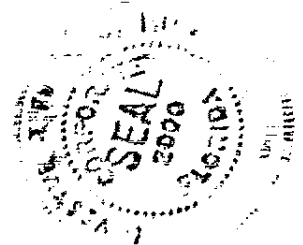
RESOLVED: That the President, Secretary and Treasurer execute a Certificate showing the adoption of these resolutions and that they also attest the written consent of the stockholders that the corporation be dissolved, and execute and verify all statements required by law to dissolve the said corporation, pursuant to the provisions of § 607.267, F.S.A.; and that the President, Secretary and Treasurer cause such Certificate and Consent to be filed in the Office of the Secretary of State, together with a duly verified statement of the names and residences of the members of the existing board of directors and of the names and residences of the officers of the corporation, and proof of publication of all notices prescribed by law; and that the officers and directors of the corporation take such further action as may be deemed to effect the dissolution of the corporation, and wind up its business and affairs pursuant to the provisions of § 607.267, F.S.A.;

And that thereupon, at said meetings, the owners and holders of the entire issued and outstanding stock of Investment Funding, Inc., a Florida corporation, did signify their consent in writing that such corporation be dissolved forthwith by signing a executing the Consent which is hereto annexed and forms a part thereof.

IN WITNESS WHEREOF, we have made and executed this Certificate, this 17th day of April, 2003, at Dade County, Florida.

Witness C.F. LANZA
Witness JUDITH A. WARRINGTON

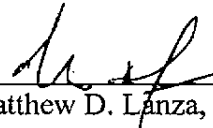
Matthew D. Lanza (SEAL)
Matthew D. Lanza, President



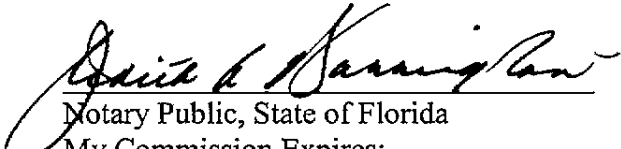
STATE OF FLORIDA]

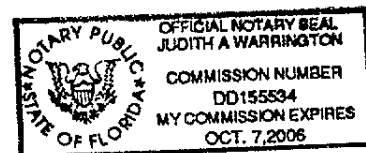
COUNTY OF MIAMI-DADE] ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MATTHEW D. LANZA, well known to me to be the President of the corporation who executed the foregoing instrument, and that he acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, and that MATTHEW D. LANZA, being duly sworn, does depose and say, that he is the President of Investment Funding, Inc., a Florida corporation, that the foregoing Certificate signed by him is true; that the annexed written consent of the stockholders of Investment Funding, Inc., a Florida corporation, was so executed by the persons executing the same, on the 17th day of April, 2003.

 (SEAL)
Matthew D. Lanza, Affiant

SWORN TO and Subscribed before me, this 17 day of April,
2003, at Dade County, Florida.


Notary Public, State of Florida
My Commission Expires:



WRITTEN CONSENT OF STOCKHOLDERS OF

INVESTMENT FUNDING, INC.

WE, the undersigned, the holders and owners of record of all the issued and outstanding shares of stock of **INVESTMENT FUNDING, INC.**, a corporation duly organized under the laws of the State of Florida, owning the shares of the corporation and entitled to vote on the dissolution thereof, do hereby consent that the said corporation be dissolved forthwith, pursuant to § 607.267, F.S.A., and we do hereby sign this instrument for the purpose of signifying such consent in writing, as required by said section.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 17th day of April, 2003.



MATTHEW D. LANZA, Shareholder (SEAL)

(Corporate Seal)

ATTEST:




MATTHEW D. LANZA, President (SEAL)

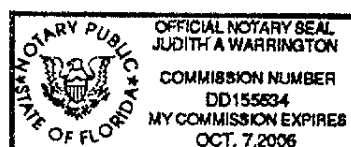
STATE OF FLORIDA]
COUNTY OF MIAMI-DADE] ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgements, personally appeared MATTHEW D. LANZA, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 17 day of April, 2003.



Notary Public, State of Florida
Commission Expires:



NOTICE OF SPECIAL SHAREHOLDERS' MEETING

OF

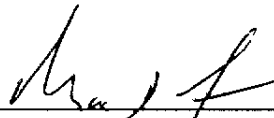
INVESTMENT FUNDING, INC.

NOTICE IS HEREBY GIVEN that a Special Meeting of the Shareholders of the Corporation will be held at the Offices of Lanza & Bugay, P.A., 290 NW 165th St., Suite P-600, Miami FL 33169, on **April 3, 2003, at 1:00 p.m., EST**, for the purpose of dissolving the Corporation.

At this meeting, all shareholders holding the Common Stock of this Corporation at the close of business on April 2, 2003 shall be entitled to vote, said date being the lawfully established record date in accordance with the Corporations Law of Florida.

In the event you do not expect to be present at the meeting, please sign the enclosed proxy and return it to the Corporation in the envelope provided.

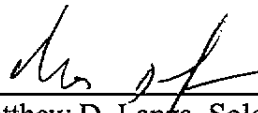
Dated this 1st day of March, 2003, at Miami, Florida.



Matthew D. Lanza, President

WAIVER OF NOTICE OF MEETING

THE UNDERSIGNED hereby waives notice of the Special Shareholders' Meeting of Investment Funding, Inc., scheduled on April 3, 2003 at 1:00 p.m. as set forth hereinabove.



Matthew D. Lanza, Sole Shareholder

MINUTES OF SPECIAL MEETING OF THE
OFFICERS, DIRECTORS AND SHAREHOLDERS OF
INVESTMENT FUNDING, INC.

A Special Meeting of the Officers, Directors and Shareholders of **INVESTMENT FUNDING, INC.** was held on April 3, 2003, at 1:00 p.m., at 290 NW 165th Street, Suite P-600, Miami FL 33169.

Present was MATTHEW D. LANZA, representing all of the shareholders of the Corporation. President MATTHEW D. LANZA was appointed Chairman and Secretary of the Special Meeting.

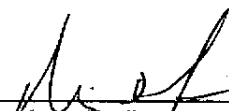
Upon motion duly made, seconded and unanimously carried, it was resolved that the Corporation be dissolved, and MATTHEW D. LANZA was authorized and empowered by the Corporation to execute any and all documents necessary to effect such dissolution.

The President, MATTHEW D. LANZA, reported that the status of the Corporation was in good standing, that all debts of the Corporation had been paid or otherwise disposed of, and that the assets, if any, of the Corporation have been distributed among the shareholders in accordance with their stock holding in the Corporation.

The President, MATTHEW D. LANZA, and the Registered Agent, CHRISTOPHER F. LANZA then offered their resignations effective at the adjournment of this Special Meeting.

There being no further business to come before this Special Meeting of the Officers, Directors and Shareholders of **INVESTMENT FUNDING, INC.**, the meeting was adjourned.

DATED: April 3, 2003



Matthew D. Lanza
Secretary of the Meeting