

4000000 80227  
WALTER M. TOVKACH  
ATTORNEY AT LAW

\*CERTIFIED TAX ATTORNEY  
FLORIDA BAR BOARD OF  
CERTIFICATION

\*\*ALSO ADMITTED IN  
OHIO & NORTH CAROLINA

5011 NORTHWEST EIGHTH AVENUE  
GAINESVILLE, FLORIDA 32605

Post Office Box 15295  
Gainesville, Florida 32604

TELEPHONE  
(352) 371-4656

FACSIMILE  
(352) 371-0599

E-MAIL  
TOVKACH@BELLSOUTH.NET

September 19, 2001

500004609225--5  
-09/24/01--01131--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Tallahassee, Florida 32304

Re: Dissolution of BIG BAD WOLF, INC.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Dissolution of BIG BAD WOLF, INC. and Agreement and Plan of Liquidation between the Shareholders and BIG BAD WOLF, INC., which sets forth the written consent of the Shareholders. The documents are filed in compliance with Florida Statute Section 607.1402, along with a check for \$43.75 (\$35.00 filing fee and \$8.75 for a certified copy).

Please make the effective date September 15, 2001. After the original has been filed, please certify the copy and return it to me.

Sincerely,

Walter M. Tovkach  
Walter M. Tovkach

(KAT)

WMT:kat

Enclosures

FILED  
01 SEP 24 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/12/01  
KAT  
10/11/01  
(5)

ARTICLES OF DISSOLUTION

OF

BIG BAD WOLF, INC.

Pursuant to the provisions of Sections 607.1401, 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned of the corporation hereinafter named, adopted the following Articles of Dissolution.

1. The date of issuance of BIG BAD WOLF, INC. Certificate of Incorporation was August 21, 2000.

2. The names and addresses of its officers are:

NAME

ADDRESS

STANLEY H. GIVEN, II  
President

6755 Newberry Road  
Gainesville, FL 32605

STANLEY H. GIVEN, II  
Secretary

6755 Newberry Road  
Gainesville, FL 32605

3. The names and addresses of its directors are:

NAME

ADDRESS

STANLEY H. GIVEN, II

6755 Newberry Road  
Gainesville, FL 32605

4. No remaining property or assets have been distributed to the shareholders.

5. A statement of intent to dissolve is hereby attached along with adoption of such resolution by the shareholders of BIG BAD WOLF, INC.

DATED: September 11, 2001.

BIG BAD WOLF, INC.

By: 

STANLEY H. GIVEN, II  
President

By: 

STANLEY H. GIVEN, II,  
Secretary

FILED  
01 SEP 24 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11 day of September, 2001 by STANLEY H. GIVEN, II as President and Secretary of BIG BAD WOLF, INC.

Kimberly Anne TorKaci

Notary Public, State at Large

Print Name: **Kimberly Ann Tovkach**

My Commission Expires:

My Commission Number is:

Personally Known ✓

Produced Identification \_\_\_\_\_



**Kimberly Ann Tovkach**

My Commission CC986868

**Expires December 10, 2004**

Type of Identification \_\_\_\_\_

**AGREEMENT AND PLAN OF LIQUIDATION BETWEEN  
THE SHAREHOLDERS AND  
BIG BAD WOLF, INC.**

**FILED**  
01 SEP 24 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF LIQUIDATION made this 11<sup>th</sup> day of September, 2001, between  
the Shareholders and BIG BAD WOLF, INC., a Florida corporation (hereinafter called the "Corporation").

WHEREAS, one hundred (100%) percent of the Shareholders owning all of the issued and  
outstanding capital common stock of the Corporation wish to approve, authorize and consent to the  
voluntary dissolution of the Corporation in accordance with the General Corporation Act of the State of  
Florida and Section 336 of the Internal Revenue Code;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than September 15, 2001, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholders hereby authorize the officers of the Corporation to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.
3. The Shareholders hereby authorize the officers of the Corporation to file a Certificate of Dissolution signed by the Stockholders of the Corporation with the Secretary of the State of the State of Florida and all proper federal forms with the Internal Revenue Service.
4. The Shareholders hereby resolve that after providing for all the proper debts of the Corporation, there are no remaining assets of the Corporation, to be distributed to the stockholders of the Corporation.
5. The Shareholders hereby authorize the officers to commence such liquidation immediately, and that its subsequent dissolution of all its assets be completed as soon as practicable, but in no event later than September 15, 2001.
6. The Shareholders hereby authorize the proper officers to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to

carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

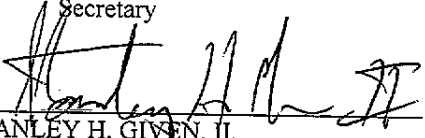
IN WITNESS WHEREOF, the parties hereby have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ATTEST:

By: 

STANLEY H. GIVEN, II,

Secretary

  
STANLEY H. GIVEN, II,  
Shareholder

BIG BAD WOLF, INC.

By: 

STANLEY H. GIVEN, II,  
President