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DISSOLUTION

NEW HORIZONS RESORTS, INC.

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**ARTICLES OF DISSOLUTION
OF
NEW HORIZONS RESORTS, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida Corporation hereby adopts the following Articles of Dissolution:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is NEW HORIZONS RESORTS, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II
DATE DISSOLUTION AUTHORIZED**

The dissolution of the Corporation was authorized on October 28, 2004.

**ARTICLE III
APPROVAL OF DISSOLUTION**

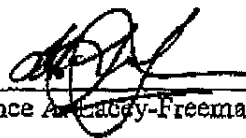
The dissolution was approved by all of the shareholders of the Corporation by written consent dated October 28, 2004, pursuant to Section 607.0704 of the Florida Statutes.

**ARTICLE IV
EFFECTIVE DATE OF DISSOLUTION**

The Corporation shall be dissolved effective as of October 28, 2004.

IN WITNESS WHEREOF, the undersigned president of the Corporation affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned has executed these Articles of Dissolution as of October 28, 2004.

NEW HORIZONS RESORTS, INC.



Terence A. Lacey-Freeman, President

H04000215438 3

**WRITTEN CONSENT OF THE SHAREHOLDERS
OF NEW HORIZONS RESORTS, INC.
TO ACTION IN LIEU OF A MEETING
OF THE SHAREHOLDERS OF NEW HORIZONS RESORTS, INC.
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being the sole shareholder of NEW HORIZONS RESORTS, INC., a Florida Corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts, and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers and directors are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A."

Dated as of October 28, 2004.

FLORIDA USA DIRECT, LLC



Terence A. Lacey-Freeman, Managing Member

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF NEW HORIZONS RESORTS, INC.
TO ACTION IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS OF
NEW HORIZONS RESORTS, INC.
PURSUANT TO SECTION 607.0821 OF THE FLORIDA STATUTES**

The undersigned, being the sole Director of NEW HORIZONS RESORTS, INC., a Florida Corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the law of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A."

Dated as of October 28, 2004.



Terence A. Eddy-Freeman, Director

H04000215438 3

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF NEW HORIZONS RESORTS, INC.**

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "Plan"), NEW HORIZONS RESORTS, INC. (hereinafter the "Corporation") will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.

2. The directors of the Corporation may from time to time authorize one or more distributions in cash or in kind, in a series of distributions in complete liquidation.

3. The foregoing distributions in complete liquidation shall be in exchange solely for, and in redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation.

4. This Plan shall be effective upon the approval and adoption of the Plan by the shareholders.

5. The officers and directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution.

6. The officers and directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final federal and state corporate income tax returns and forms.

H04000215438 3