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Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : THERREL BAISDEN, P.A.  
Account Number : I201400000065  
Phone : (305) 371-5758  
Fax Number : (305) 371-3178

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**DISSOLUTION OR WITHDRAWAL  
QUITTNER GROUP, INC.**

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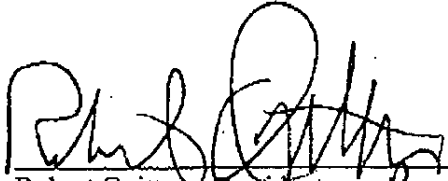
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6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders as of the 29<sup>th</sup> day of December, 2015.

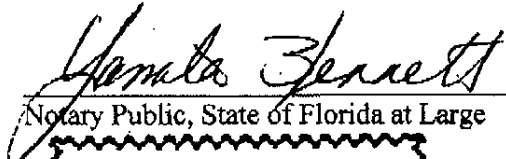
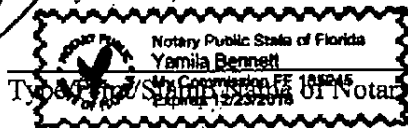
8. The dissolution was approved by the Shareholders and such vote was sufficient for dissolution. The Consent of the Shareholders to the Dissolution signed by the Shareholders is attached hereto as Exhibit "A".

Dated as of the 29<sup>th</sup> day of December, 2015.

  
Robert Quittner, President

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2015 by Robert Quittner, as President and Director, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida at Large  


My Commission Expires:

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**EXHIBIT A**  
**CONSENT OF THE SHAREHOLDERS**  
**TO THE DISSOLUTION OF**  
**QUITNER GROUP, INC.,**  
**a Florida corporation**

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**JOINT WRITTEN ACTION OF  
THE SHAREHOLDER AND DIRECTOR OF  
QUITTNER GROUP, INC.,  
a Florida corporation**

The undersigned, being the Shareholders and Director of **QUITTNER GROUP, INC.**, a Florida corporation, (hereinafter the "Corporation"), hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of the Florida Statutes:

**BE IT RESOLVED:**

1. That, the Shareholder and Director hereby approves and adopts the following Plan of Liquidation and Dissolution for the Corporation, to wit:

**PLAN OF LIQUIDATION  
AND DISSOLUTION**

- 1) That, within thirty (30) days after the date of this meeting, Counsel or accountants for the Corporation shall file Form 966 with the District Director of the Internal Revenue Service, Southeast Region, Atlanta, GA 39901 attaching to such form a certified copy of this resolution, indicating that the stockholder and director adopt a plan of liquidation and dissolution.
- 2) That, the Corporation, by its duly authorized officers, may proceed to complete the sale of its property, if any, as an incident to the plan of liquidation and dissolution adopted by the stockholder and director pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.
- 3) That, the Corporation, by its duly authorized officers, within twelve (12) months after the date of this meeting, shall distribute all of the corporate assets, except those retained to meet corporate obligations (including unascertained or contingent liabilities and expenses), to the stockholders.
- 4) That, as soon as practical, but not later than twelve (12) months after the date of this meeting, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation pursuant to Florida Statutes, and that the officers of this Corporation are hereby authorized to execute any and all documents to effectuate such dissolution.

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5) That, the officers and the directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and the directors being authorized to adopt subsequent resolutions to effectuate the intent of the stockholders and the directors to liquidate and dissolve the Corporation in accordance with a plan of liquidation and dissolution adopted pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

2. That, the President of this Corporation be and is hereby authorized and empowered and directed to execute and deliver all documents and take all other actions, in his sole discretion, may determine to be necessary or desirable in order to effectuate the provisions of the Agreement, and such other documents as may be required to effectuate the Agreement and the foregoing resolutions, and to agree to such terms and conditions as may be necessary, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

3. That, the Secretary of the Corporation be, and is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.

Dated as of December 29, 2015.

**SHAREHOLDERS:** (40%)

Robert Quittner, as Trustee of the  
Quittner Family Trust dated May 7, 2002

 (60%)

Robert Quittner, individually

**DIRECTOR:**

Robert Quittner