

OCT-18-2005 14:06

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DISSOLUTION

CINEMA DESIGNS, INC.

Certificate of Status	1
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Page Count	03
Estimated Charge	\$43.75

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**ARTICLES OF DISSOLUTION  
OF  
CINEMA DESIGNS, INC.**

Pursuant to § 607.1403 of the Florida Business Corporation Act, the undersigned hereby submits these Articles of Dissolution of Cinema Designs, Inc., a Florida corporation (the "Corporation"), for filing.

**ARTICLE I**

The name of the Corporation is Cinema Designs, Inc.

**ARTICLE II**

The dissolution of the Corporation was authorized on the 17<sup>th</sup> day of October 2005 by written consent of the shareholders of the Corporation entitled to vote on the proposed dissolution, pursuant to § 607.0704 of the Florida Business Corporation Act, and was effective as of the 17<sup>th</sup> day of October 2005.

**ARTICLE III**

The number of votes cast in favor of dissolving the Corporation was sufficient for approving the dissolution of the Corporation.

Executed this 17 day of October 2005.

  
\_\_\_\_\_  
Jason E. Bethune, President

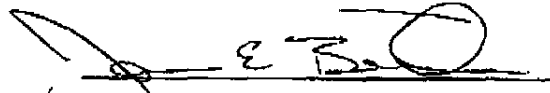
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**CERTIFICATE**

The undersigned, Jason E. Bethune, does hereby certify that he is the duly-elected and qualified President of CINEMA DESIGNS, INC., a Florida corporation (the "Corporation"), and that on the 17 day of October 2005, the Plan of Dissolution and Complete Liquidation, in the form attached hereto as Exhibit A, was duly adopted and approved by written consent of all the shareholders of the Corporation in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 17 day of October 2005.

  
\_\_\_\_\_  
Jason E. Bethune, President

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**CINEMA DESIGNS, INC.**

## PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

- (1) **CINEMA DESIGNS, INC.**, a Florida corporation (the "Corporation"), elects to conclude its affairs, dissolve, and be completely liquidated in accordance with §§ 607.1402, *et seq.*, of the Florida Business Corporation Act, Section 331 of the Internal Revenue Code of 1986, as amended, and this Plan of Dissolution and Complete Liquidation (the "Plan").
- (2) The Corporation shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, concluding its affairs, and distributing its assets in accordance with the Plan. The directors now in office, and, at their pleasure, the officers now in office, shall continue in office solely for these purposes.
- (3) The officers of the Corporation are authorized, at their discretion, to sell any or all of the assets and properties of the Corporation for such consideration and upon such terms and conditions as they may determine.
- (4) After paying or making provisions for all liabilities and obligations of the Corporation, the officers of the Corporation shall distribute to the shareholders of the Corporation, in cash or in kind, or partly in cash and partly in kind, all remaining assets of the Corporation in proportion to each respective shareholder's ownership interest in the Corporation.
- (5) The distribution in complete liquidation shall be in payment and exchange for, and in complete cancellation of, all of the issued and outstanding Common Stock of the Corporation, and all of the shareholders shall surrender their certificates for Common Stock of the Corporation for formal cancellation upon receipt of the final distribution made hereunder (other than final distribution made from any contingent liability account established in the discretion of the officers of the Corporation).
- (6) The officers of the Corporation shall file with the Florida Department of State Articles of Dissolution at such time as they may deem appropriate, but not later than the 30th day of October 2005.
- (7) The officers of the Corporation are authorized and empowered to execute and file all instruments, documents, papers, tax returns and reports, and to do any and all other things, and take any and all other actions, that they deem necessary and desirable in order to carry out the purposes and intents of the Plan.

**EXHIBIT A**