

PO20000124642

(Requestor's Name)

MBA

McClanathan, Burg & Arndt, LLC

PO Box 240, St. Petersburg, Florida 33731

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Adolfiss/W2042
XCC
2/6/09*

January 27, 2009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ETC Associates and Consultants, Inc.

Gentlemen:

Enclosed please find the information required to effect liquidation of the above named corporation. Also enclosed is a check in the amount of \$43.75 - \$35 for certificate of withdrawal and \$8.75 for a certified copy.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott A. Arndt", with a stylized flourish at the end.

Scott A. Arndt
ETC Associates and Consultants, Inc.

Enclosures

Articles of Dissolution

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

- The name of the Corporation is ETC Associates and Consultants, Inc.
- The effective date of the final dissolution was authorized December 29, 2008 with a final corporate termination date of December 31, 2008.
- The dissolution was approved by the shareholders whose votes were sufficient for approval.

Signed the 29th day of December, 2008.

Signature: 

Scott A. Arndt
President and Secretary

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ARTICLES OF DISSOLUTION
OF
ETC ASSOCIATES AND CONSULTANTS, INC.

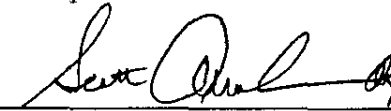
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TALLAHASSEE, FLORIDA

The undersigned, as President of ETC ASSOCIATES AND CONSULTANTS, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: ETC ASSOCIATES AND CONSULTANTS, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of ETC ASSOCIATES AND CONSULTANTS, INC. have been paid or discharged or adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of ETC ASSOCIATES AND CONSULTANTS, INC. will be distributed to its stockholders in accordance with their rights and interests after such assets were used to satisfy the liabilities and obligations of ETC ASSOCIATES AND CONSULTANTS, INC.
4. Pending Action: There are no actions pending against ETC ASSOCIATES AND CONSULTANTS, INC. in any court.
5. Stockholder Action: Attached hereto is an executed Written Consent by Shareholders and Directors of ETC ASSOCIATES AND CONSULTANTS, INC. to dissolve the Corporation. The dissolution was approved by the Shareholders, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 24th day of December, 2008, and shall be effective as of the 31st day of December, 2008.

The undersigned has executed these Articles of Dissolution on the 24th day of December, 2008.

ETC ASSOCIATES AND
CONSULTANTS, INC., a
Florida corporation

By: 
Scott A. Arndt, President

WRITTEN CONSENT BY
THE STOCKHOLDERS AND DIRECTORS
OF
ETC ASSOCIATES AND CONSULTANTS, INC.

The Stockholders and Directors of ETC ASSOCIATES AND CONSULTANTS, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate actions:

1. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The Stockholders and Directors of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the Stockholders and Directors:

RESOLVED, that the following plan of complete liquidation of ETC ASSOCIATES AND CONSULTANTS, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The Officers and Directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the Officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the Stockholders of the Corporation upon cancellation of the shares owned by such Stockholders.

The Officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Stockholders, and cancel their shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

If a reserve is established for claims against the Corporation, the Officers shall arrange for the distribution of any unused balance of the reserve to the

Stockholders as soon as practicable.

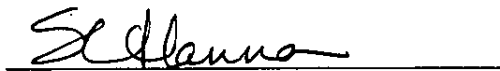
The actions of the Officers and Directors of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The actions contained herein were approved on the _____ day of December, 2008.

The undersigned do hereby give their written consent to the foregoing actions.

A handwritten signature in black ink, appearing to read "Scott A. Arndt", written over a horizontal line.

Scott A. Arndt, Stockholder and Director

A handwritten signature in black ink, appearing to read "Susan C. Hanna", written over a horizontal line.

Susan C. Hanna, Stockholder and Director

**PLAN OF DISSOLUTION AND LIQUIDATION
OF
ETC ASSOCIATES AND CONSULTANTS, INC.**

This Plan of Dissolution and Liquidation (the "Plan") is intended to effectuate the complete voluntary dissolution and liquidation of ETC ASSOCIATES AND CONSULTANTS, INC., a Florida corporation (the "Corporation"), in accordance with Section 607.1403 of the Florida Business Corporation Act in substantially the following manner:

1. This Plan was adopted by the affirmative vote of the stockholders, which is sufficient for approval, of the outstanding shares of the Corporation's Common Stock, entitled to vote thereon, at a Special Meeting of Stockholders that was held on December 29th, 2008 (the "Effective Date").

2. After the Effective Date, the Corporation and its proper officers shall proceed to complete the following actions as promptly as they deem advisable:

(a) The Corporation shall sell, exchange, lease or otherwise dispose of any assets, other than cash, of the Corporation to any person or persons to the extent that such transaction can be accomplished for consideration and upon terms and conditions deemed by the Board of Directors to be in the best interests of the Corporation and its stockholders. The Corporation shall collect or make provision for the collection of accounts receivable, debts and claims owing to it.

(b) Subject to the payment of or the making of other provision for the debts, expenses, taxes and other liabilities of the Corporation, including contingent liabilities, all of the assets of the Corporation shall be distributed pro rata to its stockholders in one or a series of distributions, at any time or from time to time, in cash or in kind, and in any manner that the Board of Directors, in its discretion, may determine.

(c) The Board of Directors of the Corporation may provide for one or more liquidating trustees for the benefit of the Corporation's stockholders, to authorize the execution and delivery on their behalf of a liquidating trust agreement, and to transfer to such trustees (i) any assets the retention of which may be advisable to meet unascertained or contingent liabilities or expenses, and (ii) any assets held on behalf of stockholders who cannot be located.

(d) The Corporation shall (i) pay and discharge or make adequate provision for the payment and discharge of all debts, expenses, taxes and liabilities of the Corporation, (ii) withdraw from all jurisdictions in which the Corporation is qualified to do business, (iii) wind up its business and affairs, and (iv) complete the formal dissolution of the Corporation under the Florida Business Corporation Act.

3. Implementation of this Plan shall be under the direction of the Board of Directors of the Corporation, which shall have full authority to carry out the provisions of this Plan or such other actions it deems appropriate without further stockholder action.

4. Notwithstanding authorization of consent to this Plan by the Corporation's

stockholders, the Board of Directors may abandon the proposed dissolution without further stockholder action if such action is deemed to be in the best interests of the Corporation.

5. It is intended that the implementation of this Plan be completed within one year after the Effective Date.