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T. BROWN

**JAMES C. STEWART, JR.**  
**ATTORNEY AT LAW**

Airport Professional Center  
3811 Airport Road North  
Suite 205  
Naples, Florida 34105-2512  
**Voice:** (239) 776-7460

*jamescstewartjr@comcast.net*

DECEMBER 27, 2012

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

**RE: DISSOLUTION OF BREEHNE CORPORATION**

Dear Sir or Madam:

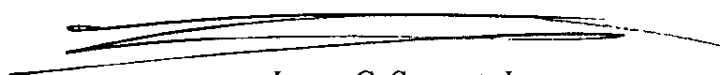
Enclosed please find the following:

1. Original Articles of Dissolution of **BREEHNE CORPORATION**, a *Florida corporation*, together with attached copy of Joint Unanimous Written Consent of Shareholders and Directors approving dissolution of the Corporation and
2. The undersigned's personal check number 774 payable to the order of the "Florida Department of State" in the amount of \$35.00 as filing fees for the Articles of Dissolution.

Please file the enclosed articles as soon as practicable. Please note that dissolution of the Corporation is effective as of DECEMBER 31, 2012.

Thank you in advance for your assistance in this matter.

Sincerely,



James C. Stewart, Jr.

cc: Mr. Paul M. Breehne, Jr.  
Mrs. Patrice Dalton

**ENCLOSURES AS INDICATED**

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DIVISION OF CORPORATIONS  
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**ARTICLES OF DISSOLUTION**  
**PURSUANT TO SECTION 607.1403**  
**OF THE *FLORIDA BUSINESS CORPORATION ACT***  
**OF**  
**BREEHNE CORPORATION,**  
*a Florida corporation*

To: Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Date paid: \_\_\_\_\_  
Filing Fee \$35.00

**PURSUANT TO** the provisions of Section 607.1403 of the *Florida Business Corporation Act*, the undersigned **BREEHNE CORPORATION**, *a Florida corporation* (the "Corporation") adopts the following articles of dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is:

**BREEHNE CORPORATION,**  
*a Florida corporation*

2. The names and respective addresses of the officers of the Corporation are as follows:

NAME	OFFICE	ADDRESS
<b>PAUL M. BREEHNE, SR.</b>	President	883 Vanderbilt Beach Road Naples, Florida 34108
<b>PAUL M. BREEHNE, JR.</b>	Vice President	883 Vanderbilt Beach Road Naples, Florida 34108
<b>PATRICE DALTON</b>	Secretary and Treasurer	883 Vanderbilt Beach Road Naples, Florida 34108

3. The names and respective addresses of the directors of the Corporation are as follows:

NAME	ADDRESS
------	---------

**PAUL M. BREEHNE, JR.**

883 Vanderbilt Beach Road  
Naples, Florida 34108

4. Dissolution of the Corporation shall be effective as of  
DECEMBER 31, 2012.

5. Dissolution was authorized by the Corporation's directors  
and shareholders on DECEMBER 27, 2012.

6. The number of votes cast for dissolution by the  
Corporation's directors and shareholders was sufficient for approval.

7. It is anticipated that there are sufficient funds to pay or  
make provision of all obligations of the Corporation.

8. No property or assets will remain to be distributed among  
the shareholders of the Corporation after the payment of all debts, obligations, and  
liabilities of the Corporation.

9. There are no actions pending against the Corporation in any  
court.

10. The corporation elected to dissolve by joint unanimous  
written consent of its directors and shareholders, and such written consent has been  
signed by all directors and shareholders of the corporation or signed in their names by  
their duly authorized attorneys. A copy of the written consent is attached to these  
Articles.

**DATED:** DECEMBER 27, 2012.

**BREEHNE CORPORATION, a Florida  
corporation**

By

  
**PAUL M. BREEHNE, JR.**  
Its Vice President

**ATTEST:**

  
**PATRICE DALTON**  
Its Secretary

**JOINT UNANIMOUS WRITTEN CONSENT  
OF SHAREHOLDERS AND DIRECTORS OF  
BREEHNE CORPORATION,  
a Florida corporation**

**COPY**

**BREEHNE CORPORATION**, a Florida corporation (the "Corporation"), pursuant to Section 607.0704 and Section 607.0821 of the *Florida Statutes*, hereby adopt the following acts or resolutions of the Corporation:

**RESOLVED**, that the Corporation does hereby adopt a plan of reorganization described in Section 368(a)(1)(D) of the Internal Revenue Code which shall constitute a transfer by the Corporation of all of its assets to other corporations that, immediately after the transfer the transferor, or one or more of its shareholders (including persons who were shareholders immediately before the transfer), or any combination thereof, is in control of the corporations to which the assets are transferred; and be it further

**RESOLVED**, that the Corporation's vice-president and secretary execute and deliver such instruments and other writings necessary or convenient to the transfer of the Corporation's assets to such corporations, including, without limitation, such documents of title, evidences of title, bills of sale, stock powers, assignments, and other notices and other writings as shall be advisable (any such, a "Document of Title"); and be it further

**RESOLVED**, that the Corporation's vice-president shall determine which new corporation shall acquire which of the Corporation's assets, which determination shall be conclusively established by the corporation that shall be identified in such Document of Title executed by such vice-president; and be it further

**RESOLVED**, that the Corporation dissolve pursuant to Section 607.1402 of the *Florida Business Corporation Act*; and be it further

**RESOLVED**, that the Corporation wind up and liquidate the Corporation's business and affairs pursuant to Section 607.1405 of the *Florida Business Corporation Act*; and be it further

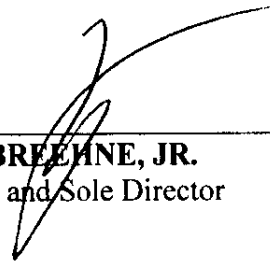
**RESOLVED**, that all of the Corporation's shareholders and directors hereby approve the Corporation's Articles of Dissolution in the form attached hereto as Exhibit "A" and made a part hereof; and be it further

**RESOLVED**, that the Corporation's vice-president and secretary are hereby authorized and directed to execute and deliver to the Florida Department of State, on the Corporation's behalf, the Corporation's Articles of Dissolution for filing by the said Department in accordance with the *Florida Business Corporation Act*; and be it further

**RESOLVED**, that the Corporation pay all customary and reasonable fees and costs incurred by the Corporation in connection with the preparation of the Articles of Dissolution and associated instruments, the giving of written notice of the proposed dissolution of the Corporation pursuant to Section 607.1406 of the *Florida Business Corporation Act*, and the winding up and liquidating of the Corporation's business affairs, including, without limitation, the Corporation's attorneys' fees and costs; and be it further

**RESOLVED**, that these resolutions shall be effective as of DECEMBER, 27, 2012, with dissolution of the Corporation effective as of DECEMBER 31, 2012, as provided in the Articles of Dissolution.

**EXECUTED:** this 27<sup>th</sup> day of DECEMBER, 2012.

  
\_\_\_\_\_  
**PAUL M. BREENNE, JR.**  
Shareholder and Sole Director

**EXECUTED:** this 27<sup>th</sup> day of DECEMBER, 2012.

  
\_\_\_\_\_  
**PATRICE DALTON**  
Shareholder