

P03000028579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

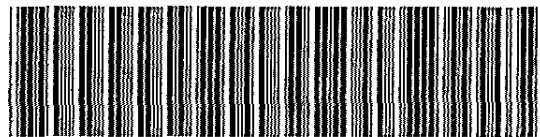
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/07/05--01035--021 **35.00

FILED
05 MAR -7 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Disc
3/11/05

February 18, 2005

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

RE: DISSOLUTION OF Performance and Learning Resources

Enclosed please find a check in the amount of \$35.00 representing the filing fee for the "Articles of Dissolution" on the referenced corporation.

Should you have any questions regarding this dissolution, please contact my office.

Thank you for your prompt attention of this matter.

Sincerely,

A handwritten signature in cursive script that reads "Robert Welch". The signature is written in dark ink and is positioned above the printed name and title.

Robert Welch
President

ARTICLES OF DISSOLUTION

**PURSUANT TO SECTION 607.1403, FLORIDA STATUTES, THIS FLORIDA
PROFIT CORPORATION SUBMITS THE FOLLOWING ARTICLES OF
DISSOLUTION:**

FIRST: The name of the corporation is: Performance and Learning
Resources

SECOND: The date dissolution was authorized: December 31, 2004

THIRD: Adoption of Dissolution (check one)

☒ Dissolution was approved by shareholders. The number of votes cast for
dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting
groups. The following statement must be separately provided for each
voting group entitled to vote separately on the plan to dissolve: "The
number of votes cast for dissolution was sufficient for approval by
_____"

SIGNED THIS 25 DAY OF February, 20 05.

SIGNATURE: Robert Welch

TITLE: President

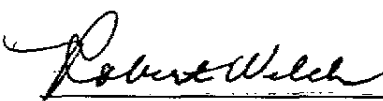
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Performance and Learning Resources
1791 Tarpon Bay Drive South
Naples, FL 34119

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF
Performance and Learning Resources

This is a plan for the complete liquidation and dissolution of Performance and Learning Resources, a corporation organized under the laws of the State of Florida.

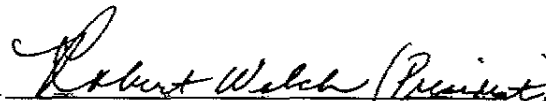
1. The Corporation will cease all forms of doing business except those necessary to wind up its business affairs.
2. The Corporation's directors and officers are authorized to carry out this plan, following its approval and adoption by the shareholders, by executing, acknowledging, and delivering all documents necessary to transfer the Corporation's assets, and by taking any other action that is necessary and authorized by law.
3. After approval and adoption of this plan by shareholders:
 - (A) The officers and directors will notify all the creditors and claimants against the corporation whose identity is known, using the form prescribed by law.
 - (B) The district office of the IRS will be notified of Form 966 within 30 days of the adoption of the plan as required by Internal Revenue Code Section 6043.
4. After approval and adoption of this plan by the shareholders, the corporation will sell all its assets at public or private sale and will pay all its debts and liabilities out of the proceeds. Any sales of existing inventory may be in bulk to a single buyer and shall be in compliance with the applicable bulk sale act.
5. After approval and adoption of this plan by the shareholders and the aforesaid sale of assets, the shareholders will surrender their share certificates, which will be cancelled, and will receive any surplus of the amount received from the sale of the corporation's assets over the corporation's liabilities and any unsold assets of the corporation.
6. Following approval and adoption of the plan by the shareholders, the sale of assets by the corporation and the surrender of stock by the shareholders shall be carried out as expeditiously as practicable, and in any event within the twelve-month period beginning on the date this plan is adopted by the shareholders. However, the corporation is entitled to retain enough cash and/or property to satisfy claims.
7. After the corporate assets have been sold, and any surplus distributed, the corporation will be dissolved and terminated pursuant to the laws of Florida. The officers and directors will file any necessary certificate.



Shareholder

2/25/05

Date



Director/Officer

2/25/05

Date