

P0400011236

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Art. 10
Revoked
SG

2010 AUG 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROFESSIONAL UNDERWRITING GROUP, INC.

DOCUMENT NUMBER: P04000011236

The enclosed *Articles of Revocation of Dissolution* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Warren E. Avis, Jr., Esquire

Name of Contact Person

Avis & Avis, P.A.

Firm/Company

125 Worth Avenue, Suite 203

Address

Palm Beach, FL 33480

City/State and Zip Code

wea@avislaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Warren E. Avis, Jr.

Name of Contact Person

at (561) 659-0200

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF REVOCATION OF DISSOLUTION

Pursuant to section 607.1404, Florida Statutes, this Florida profit corporation revokes its Articles of Dissolution prior to the expiration of 120 days following the effective date (or file date, if no effective date) of the Articles of Dissolution:

FIRST: The name of the corporation is PROFESSIONAL UNDERWRITING GROUP, INC.

SECOND: The document number of the corporation (if known) is P04000011236.

THIRD: The effective date (or file date, if no effective date) of the Articles of Dissolution filed with the Florida Department of State is June 30, 2010.

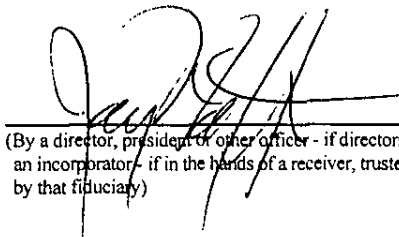
FOURTH: The Revocation of Dissolution was authorized on August 24, 2010.

FIFTH: Adoption of Revocation of Dissolution (check one)

- ☐ The board of directors revoked the dissolution.
- ☐ The incorporators revoked the dissolution.
- ☐ The board of directors revoked the dissolution authorized by the shareholders and revocation was permitted by action by the board of directors alone pursuant to that authorization.
- ☒ The shareholders revoked the dissolution and the number of votes cast was sufficient for approval.
- ☐ The shareholders revoked the dissolution by voting groups - the number of votes cast by _____ was sufficient for approval.
(voting group)

SIXTH: A copy of the Articles of Dissolution is attached.

Signature



President

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Jay Hoffman

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35

FILED
2010 AUG 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS
OF
PROFESSIONAL UNDERWRITING GROUP, INC.
AUTHORIZING
ARTICLES OF REVOCATION OF DISSOLUTION**

Pursuant to Sec.607.1404 **Revocation of dissolution-**, Sec. 607.0821 **Action by directors without a meeting-** and Sec. 607.0704 **Action by shareholders without a meeting-** of the Florida Business Corporation Act, the undersigned, being all of the directors and shareholders of Professional Underwriting Group, Inc., a Florida corporation (the "Corporation"), do hereby consent and agree that when each of them shall have signed this unanimous written consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at, respectively, a special meeting of the shareholders and a special meeting of the directors, each duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, Jay Hoffman and Ira Frankel are all the directors of the Corporation, and comprise the "Board of Directors", and

WHEREAS, Jay Hoffman is the "Sole Shareholder" of the Corporation; and

NOW, THEREFORE, BE IT:

RESOLVED, pursuant to Florida Statutes Sec. 607.1404(1) **Revocation of dissolution-** and the By-Laws of the Corporation, the Board of Directors and Sole Shareholder of the Corporation unanimously consent to the following:

THAT, the Articles of Dissolution of Professional Underwriting Group, Inc. filed with the Secretary of State on August 13, 2010, Document Number P04000011236 be revoked per F.S. 607.1404(1). The effective date of the dissolution was June 30, 2010, which is less than 120 days from the date of this consent to Articles of Revocation of dissolution.

THAT, the Articles of Revocation of Dissolution are authorized by the unanimous consent of the Sole Shareholder and the Board of Directors of the Corporation.


THAT, the Corporation shall herewith deliver to the Department of State for filing the Articles of Revocation of Dissolution, together with a copy of the Articles of Dissolution, setting forth the following:

- (a) The name of the Corporation is Professional Underwriting Group, Inc.

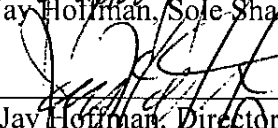
- (b) The effective date of the Articles of Revocation of Dissolution is August 24, 2010.
- (c) The date that the Articles of Revocation of Dissolution were authorized is August 24, 2010.
- (d) The Corporation's Board of Directors and its Sole Shareholder unanimously approve of the Articles of Revocation of Dissolution.
- (e) The Corporation's Board of Directors and its Sole Shareholder unanimously revoke the Articles of Dissolution of Corporation.
- (f) Per Sec. 607.1403(1)(c) the Revocation of Dissolution was approved by the Sole Shareholder of the Corporation, which number is sufficient for approval.

THAT, the effective date of the Articles of Revocation of Dissolution is August 24, 2010 and that upon these Articles of Revocation of Dissolution taking effect, the effective date shall relate back to June 30, 2010 and the Corporation shall resume carrying on its business as if dissolution has never occurred.

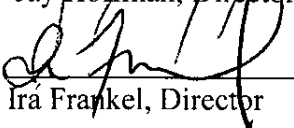
IN WITNESS WHEREOF, the undersigned have set their hands as of the date first above written.



Jay Hoffman, Sole Shareholder



Jay Hoffman, Director



Ira Frankel, Director

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 as currently filed with the Florida Department of State:

PROFESSIONAL UNDERWRITING GROUP, INC.

SECOND: The document number of the corporation (if known): P04000011236

THIRD: The date dissolution was authorized: July 14, 2010- See attached documents

Effective date of dissolution if applicable: June 30, 2010

(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

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

☐ Dissolution was approved by 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

(voting group)

Signature: *Alan Ginden* President

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

ALAN GINDEN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 13 AM 10:56

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: PROFESSIONAL UNDERWRITING GROUP, INC.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

The basis of the claim, all documents supporting or evidencing the claim
including any contract, invoice, statement, or correspondence,
faxes or emails relating to the Claim

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

PROFESSIONAL UNDERWRITING GROUP, INC.

5300 W. Atlantic Ave. Suite 610

Delray Beach, FL 33484

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

ALAN J. GINDEN, PRESIDENT

Printed Name of the Person Filing

Alan J. Ginden, President
Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

PROFESSIONAL UNDERWRITING GROUP, INC.

EIN 61-1464820

Doc. No. PO4000011236

ARTICLES OF DISSOLUTION

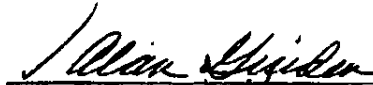
Pursuant to section 607.1403, Florida Statutes, this Florida corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State is PROFESSIONAL UNDERWRITING GROUP, INC. The date that the articles of incorporation were filed is January 15, 2004, and said articles were amended by articles of amendment filed May 28, 2004, July 30, 2004, and February 2, 2005.


SECOND: The document number of Professional Underwriting Group, Inc. (the "Corporation") is PO4000011236.

THIRD: The resolution to dissolve the Corporation was adopted by Joint Unanimous Written Consent of the Directors and Shareholders in Lieu of Special Meeting, executed in accordance with sections 607.1402, 607.0821, and 607.0704, Florida Statutes, dated July 14, 2010, which unanimous written consent by the two shareholders/directors was sufficient for approval.

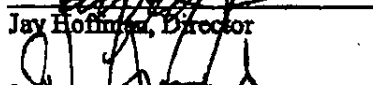
FOURTH: The effective date of the dissolution is June 30, 2010.



Alan Ginden, Director



Jay Hoffman, Director



Ira Frankel, Director

Date: July 14, 2010

PROFESSIONAL UNDERWRITING GROUP, INC.

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS AND SHAREHOLDERS
IN LIEU OF SPECIAL MEETING**

Pursuant to §§607.1402, 607.0821 and 607.0704 of the Florida Business Corporation Act (the "Act"), the undersigned, being all of the directors and shareholders of PROFESSIONAL UNDERWRITING GROUP, INC., a Florida corporation (the "Corporation"), do hereby agree that when each of them shall have signed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at, respectively, a special meeting of the shareholders and a special meeting of the directors, each duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, Alan Ginden, Jay Hoffman and Ira Frankel are the directors of the Corporation, and comprise the "Board of Directors";

WHEREAS, Alan Ginden and Jay Hoffman are each fifty percent shareholders of the Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, pursuant to § 607.1402(1) and (2)(a) of the Act, that the Board of Directors, propose and recommend for the submission to the shareholders that the Corporation be dissolved, effective as of June 30, 2010 (the "Dissolution Date").

RESOLVED, pursuant to § 607.1402(2)(b) of the Act, that the shareholders accept the recommendation of the Board of Directors that the Corporation be dissolved, effective as of the Dissolution Date.

RESOLVED, pursuant to § 607.1402(6) of the Act, that the shareholders, independent of the Board of Directors' recommendation, agree that the Corporation be dissolved, effective as of the Dissolution Date.

RESOLVED, that the Corporation shall therefore be dissolved, effective as of the Dissolution Date.


RESOLVED, that the Corporation shall therefore file with the Division of Corporations articles of dissolution that comply with the requirements set forth in § 607.1403 of the Act and that provide the Dissolution Date as the effective date for such articles.

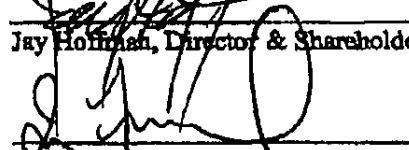
RESOLVED, that the Corporation shall, prior to the Dissolution Date, prepare and file its final tax returns as necessary.

RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such officer may deem appropriate in order to effect the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers and agents of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and hereby are, approved, ratified, and confirmed in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders/directors of the Corporation have executed this joint unanimous written consent effective the 14 day of July 2010.


Alan Ginden, Director & Shareholder


Jay Hoffmann, Director & Shareholder


Ira Frankel, Director