

PD4000058/63

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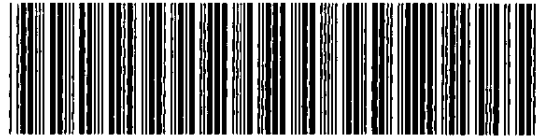
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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82

**ARTICLES OF DISSOLUTION  
OF  
GT AMERICA, INC.,  
a Florida Corporation**

**FILED**  
2007 NOV 19 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

**FIRST:**

The name of this Corporation is **GT AMERICA, INC.** (the "Corporation") and its Charter Number is P04000058163. It was organized under the laws of the State of Florida on April 5, 2004.

**SECOND:**

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with §607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

**THIRD:**

Voting by voting groups was not required.

**FOURTH:**

The date the dissolution was authorized is as shown on the attached Exhibit "A".

**FIFTH:**

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution on the 25<sup>th</sup> day of November, 2007, in Naples, Florida.

**GT AMERICA, INC., a Florida Corporation,**

By:   
Kevin J. Thomas, President

**ATTEST:**

\_\_\_\_\_  
, Secretary

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF  
GT AMERICA, INC.**

**AUTHORIZING DISSOLUTION OF THE CORPORATION  
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of GT AMERICA, INC., a Florida Corporation, acting in accordance with §607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

WHEREAS, the Shareholder(s) has/have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholder(s) do/does hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and §607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The Officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The Officers of the Corporation are authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but not limited to, the following:

- (a) Executing any and all instruments of conveyance;
  - (b) Paying all taxes and fees;
  - (c) Executing all documents required by law to be filed;
  - (d) Retaining professional advisors; and
  - (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the Officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the Shareholders of record according to their respective rights and interests in exchange for their shares in the Corporation.

FURTHER RESOLVED:

The effective date of dissolution shall be October 25<sup>th</sup>, 2007.

DATED this 25<sup>th</sup> day of October, 2007.

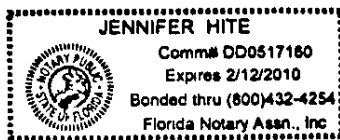
SHAREHOLDERS:

  
\_\_\_\_\_  
KEVIN J. THOMAS

**SECRETARY'S CERTIFICATION**

STATE OF FLORIDA )  
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October, 2007 by **KEVIN J. THOMAS**, who ~~is personally known to me~~ (or has produced \_\_\_\_\_ as identification) and did/did not take an oath.



Jennifer Hite  
Notary Public  
Jennifer Hite  
Typed, Printed or Stamped Name

My Commission Expires: 2/12/2010

My Commission No: DD0517160