

PO#000065163

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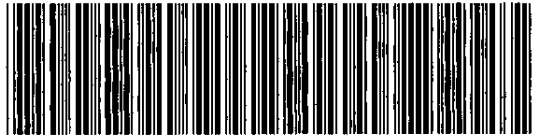
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10 FEB 23 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FL Diss  
2/25/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** OCEAN EARTH TECHNOLOGIES, INC.

**DOCUMENT NUMBER:** P04000065163

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

Please return all correspondence concerning this matter to the following:

Thomas W. Ruggles, Esq.

(Name of Contact Person)

Thomas W. Ruggles, P.A.

(Firm/Company)

603 Indian Rocks Rd.

(Address)

Belleair, FL 33756

(City/State and Zip Code)

For further information concerning this matter, please call:

Thomas W. Ruggles

(Name of Contact Person)

at ( 727 ) 449-2500

(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 DISSOLUTION  
OF  
OCEAN EARTH TECHNOLOGIES, INC.**

FILED  
10 FEB 23 AM 9:58  
TALLAHASSEE, FL  
CLERK OF SUPERIOR COURT

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation adopts for filing pursuant to law the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. **Name.** The name of the Corporation is **OCEAN EARTH TECHNOLOGIES, INC.**
2. **Date Incorporated.** The Corporation was incorporated on the 15<sup>th</sup> day of April, 2004, Florida Secretary of State Document #P04000065163.
3. **Date Dissolution Authorized.** The Corporation was duly authorized for dissolution on the 17<sup>th</sup> day of February, 2010 to be dissolved as of the 17<sup>th</sup> day of February, 2010.
4. **Dissolution with Unanimous Approval of Shareholders.** A copy of the resolution to dissolve is attached. That resolution was adopted by the unanimous vote and consent of the shareholders of the Corporation effective on the 17<sup>th</sup> day of February, 2010.
5. **Last Officers.** The names and respective addresses of its last officers are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Karen Nettles, President	201 Alt. 19, Palm Harbor, FL 34683
N. Sandy Nettles, Vice President	201 Alt. 19, Palm Harbor, FL 34683
6. **Last Director.** The name and address of its last directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
N. Sandy Nettles	201 Alt. 19, Palm Harbor, FL 34683
Karen Nettles	201 Alt. 19, Palm Harbor, FL 34683
7. **Debts.** All debts, obligations and liabilities of the Corporation have been paid.
8. **Assets.** All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interest.
9. **No Actions Pending.** There are no actions pending against the Corporation in any court.

Articles of Dissolution of  
Ocean Earth Technologies, Inc.

DATED effective the 17<sup>th</sup> day of February, 2010 at Belleair, Pinellas County, Florida.

OCEAN EARTH TECHNOLOGIES, INC.

Attest:

By: Karen Nettles  
KAREN NETTLES, its President

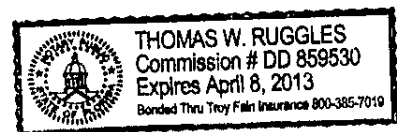
By: N. Sandy Nettles  
, its Secretary

STATE OF FLORIDA     }  
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 17<sup>th</sup> day of February, 2010 by KAREN NETTLES, President of OCEAN EARTH TECHNOLOGIES, INC., who: ☒ is personally known to me, or ☐ is not personally known to me, who produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Thomas W. Ruggles  
State of Florida at Large  
Commission Number & Expiration Date:



**UNANIMOUS RESOLUTION OF THE SHAREHOLDERS AND DIRECTORS  
OF OCEAN EARTH TECHNOLOGIES, INC.  
FOR  
LIQUIDATION AND DISSOLUTION OF CORPORATION**

The undersigned, being all of the Shareholders and Directors of **OCEAN EARTH TECHNOLOGIES, INC.**, a Florida corporation, ("Corporation") at a meeting duly held on February 17<sup>th</sup>, 2010, pursuant to notice unanimously adopted the following resolutions:

**RESOLVED**, that the Corporation shall cease corporate activity as of the 17<sup>th</sup> day of February, 2010 and will enter into a Plan of Distribution fully effective as of February 17<sup>th</sup>, 2010, in accordance with and pursuant to the provisions of the Florida General Corporation Law, and it is

**FURTHER RESOLVED**, that the Corporation will provide for payment of all liabilities and shall then distribute its remaining assets to the Shareholders, and it is

**FURTHER RESOLVED**, that in accordance with such a Plan of Complete Liquidation, the officers, directors and the Certified Public Accountant for the Corporation be and they hereby are authorized and directed to:

1. Provide for the payment of all indebtedness owed by the Corporation to any creditor or lienor;
2. To assign, transfer and set over to N. S. Nettles and Associates, all right, title and interest in and to the name Ocean Earth Technologies to the extent that such right, title and interest are assignable pursuant to the laws of the State of Florida.
3. Distribute all of the then remaining assets in reduction and cancellation of all the outstanding stock of the Corporation;
4. To file all forms required by the Internal Revenue Service to evidence the complete liquidation and dissolution of the Corporation pursuant to the terms of the Internal Revenue Code;
5. File all other forms and documents required by the State of Florida and the United States Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida, and it is,

**FURTHER RESOLVED**, that the undersigned, being all of the Shareholders and Directors of the Corporation do hereby unanimously consent to the voluntary dissolution of such Corporation and do authorize and direct the appropriate officers of the Corporation to take all steps necessary or appropriate to carry out the intent of the foregoing resolutions.

**FURTHER RESOLVED**, that all actions taken on behalf of this Corporation by the officers, directors and Shareholders in connection with the foregoing determination to liquidate and dissolve the Corporation, and the distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

**DATED** this 17<sup>th</sup> day of February, 2010.

  
\_\_\_\_\_  
**KAREN NETTLES**  
President/Director/ Shareholder

  
\_\_\_\_\_  
**N. SANDY NETTLES**  
Vice President/Director/Shareholder

  
\_\_\_\_\_  
**NICK NETTLES**  
Shareholder