

07-29-05 11:26am

From-JOHN, POPE, LLP

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SECRETARY OF STATE
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DISSOLUTION

DIRECT USA WEST COAST, INC.

Certificate of Status	1
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Page Count	03
Estimated Charge	\$43.75

NOTE:
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**ARTICLES OF DISSOLUTION
OF
DIRECT USA WEST COAST, INC.**

The undersigned, constituting the President and the Vice President of DIRECT USA WEST COAST, INC., do hereby certify and affirm that the following are true and correct:

1. The name of Corporation: DIRECT USA WEST COAST, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of DIRECT USA WEST COAST, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of DIRECT USA WEST COAST, INC., will be distributed to its stockholders, STEVEN S. JAMES and MYRA JAMES, as tenants by the entireties, and PETER BOTTICCHIO, in accordance with their rights and interests after such assets were used to satisfy the liabilities and obligations of DIRECT USA WEST COAST, INC.
4. Pending Action: There are no actions pending against DIRECT USA WEST COAST, INC., in any court.
5. Stockholder Action: Attached hereto is an executed copy of the written consent of the stockholders of DIRECT USA WEST COAST, INC., to dissolve the corporation. A total of one hundred (100) shares out of one hundred (100) shares voted for the dissolution.
6. Effective Date: These Articles of Dissolution were approved on the 29th day of July, 2005, and shall be effective as of the 1st day of August, 2005.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on the 29th day of July, 2005.

DIRECT USA WEST COAST, INC.

By: [Signature]
Steven S. James, President

By: [Signature]
Peter Bottichio, Vice President

#344086v1

EFFECTIVE DATE
08-01-05

**CONSENT OF STOCKHOLDERS AND
SOLE DIRECTOR TO
DISSOLUTION AND LIQUIDATION**

The undersigned, constituting all of the stockholders and sole director of DIRECT USA WEST COAST, INC., do hereby consent that the following plan of liquidation be adopted and be effectuated, and further waive notice of the special joint meeting for this purpose:

RESOLVED, that the following plan of liquidation of DIRECT USA WEST COAST, INC. be and is hereby adopted:

1. The officers and sole director are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. The corporation's assets shall be distributed to the stockholders of the corporation cancellation of their respective shares owned by each such stockholder.
3. As soon as practicable, the officers shall take all appropriate and necessary actions to dissolve the corporation under Florida law.
4. The officers shall wind up the affairs of the corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholders in proportion to the number of shares owned by them, and cancellation of their shares; take all appropriate and necessary action to dissolve the corporation under Florida law.
5. The officers shall arrange for the distribution of any unused balance of the reserve to the stockholders as soon as practicable.
6. If, in the opinion of the sole director, it is not feasible to sell the assets to the corporation on satisfactory terms in accordance with paragraph 1 hereof, the sole director is authorized by resolution to abandon this plan, in

which event, the actions authorized by paragraphs 2 and 3 hereof shall not be taken.

7. As soon as possible after the distribution has been made, counsel for the corporation shall file an Articles of Dissolution of the corporation with the Secretary of the State of Florida, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.

Dated: July 29, 2005

STOCKHOLDERS:

STEVEN S. JAMES and MYRA JAMES,
as tenants by the entireties

By: 

Steven S. James

By: 

Myra James


PETER BOTTICHIO

SOLE DIRECTOR:


STEVEN S. JAMES

#344086v1