

P0500000 7830

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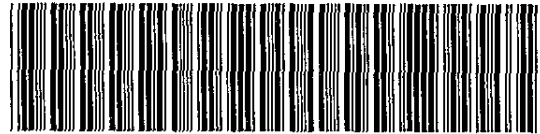
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SECRETARY OF STATE
TALAMON, EDITH

05 AUG 12 AM 11:55

FILED

08/15/05--01007--015 ***35.00



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 29, 2005

WAYNE EDMUNDS
UNIVERSAL POWER SOLUTIONS, INC.
6513 SANTIAGO COURT
APOLLO BEACH, FL 33572

SUBJECT: UNIVERSAL POWER SOLUTIONS, INC.
Ref. Number: P05000007830

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 105A00049382

Phone 813-833-7360

RECEIVED
05 AUG 12 AM 8:00
DIVISION OF CORPORATIONS

Articles of Dissolution
of Universal Power Solutions

FILED
05 AUG 12 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, being the holders of all of the issued and outstanding shares of stock of this corporation, and being all of the shareholders who are entitled to vote on the dissolution of this corporation in accordance with the bylaws of this corporation and with the laws of the State of FLORIDA, do adopt these Articles of Dissolution:

Article 1. The name of the corporation is Universal Power Solutions

Article 2. The Articles of Incorporation for this corporation were filed with the State of JAN on 14, 2005

Article 3. The names and addresses of the directors of this corporation are:

Name of Director

Address of Director

<u>Charles Wayne EDMUNDS</u>	<u>6513 SANTIAGO CT A.B. FL 33572</u>
<u>Wayne Russel ALDRICH</u> (Deceased)	<u>6503 Dolphin Cove AB. FL 33572</u>
_____	_____
_____	_____
_____	_____
_____	_____

Article 4. The names and addresses of the officers of this corporation are:

<u>Charles Wayne EDMUNDS</u>	, President
<u>6513 SANTIAGO CT Apollo Bch, FL 33572</u>	
<u>Wayne Russell ALDRICH</u>	, Vice-President (Deceased)
<u>6503 Dolphin Cove Dr. Apollo Bch FL 33572</u>	
_____	, Treasurer

_____	, Secretary

Resolution of Board of Directors of UNIVERSAL POWER SOLUTIONS
Approving Dissolution and Calling for Special Meeting

A meeting of the board of directors of this corporation was duly called and held on July 7, 2005 at 5 o'clock P. m., at the offices of the corporation located at 6513 SANTIAGO CT

A quorum of the board of directors was present and at the meeting it was decided, by majority vote, that it is advisable, for the benefit of the corporation, to dissolve this corporation.

Therefore, it is

RESOLVED, that the corporation shall be dissolved as soon as is reasonably feasible, based upon the following plan for dissolution:

It is further

RESOLVED, that a special meeting of the shareholders of this corporation be held on July 11, 2005, at 5 o'clock P. m., at the offices of the corporation located at 6513 SANTIAGO, for the purpose of obtaining shareholder approval of this recommendation for dissolution.

The secretary is directed to give appropriate notice to all shareholders entitled to attend this meeting. The officers of this corporation are hereby authorized to perform all necessary acts to carry out this resolution.

The undersigned, Molly Maxwell Edmunds certifies that he or she is the duly elected secretary of this corporation and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the board of directors that was held in accordance with state law and the bylaws of the corporation on July 7, 2005 I further certify that such resolution is now in full force and effect.

Dated: July 11, 2005

Corporate Seal

Molly Maxwell Edmunds
Signature of Secretary of Corporation

Molly Maxwell EDMUNDS
Printed Name of Secretary of Corporation

Resolution and Consent of Shareholders of Universal Power Solutions Approving Dissolution

A meeting of the shareholders of this corporation was duly called and held on July 7
2005 at 5 o'clock P. m., at the offices of the corporation located at 6513 Santiago
St.

A quorum of the shareholders was present, in person or by proxy, and at the meeting it was decided, by vote of holders of a majority of outstanding shares, that it is advisable, for the benefit of the corporation, to dissolve this corporation.

Therefore, it is

RESOLVED, that the corporation shall be dissolved under the provisions of the following plan for dissolution:

Shareholders holding a majority of outstanding shares of stock in this corporation have signed this resolution and consent to this resolution.

The secretary is authorized to prepare and execute official Articles of Dissolution and file and record these Articles of Dissolution as required. The officers of this corporation are hereby authorized to perform all necessary acts to carry out this resolution.

Article 5. The corporation has only one class of stock.

Article 6. A special meeting of the directors of this corporation was held on July 7, 20 05 at 5 o'clock P. m., at the offices of the corporation located at 6513 Santiago. At this meeting, a majority of the directors adopted a resolution electing to dissolve this corporation.

Article 7. A special meeting of the shareholders of this corporation was held on July 7, 20 05 at 5 o'clock P. m., at the offices of the corporation located at 6513 Santiago. At this meeting, holders of a majority of the shares entitled to vote on the issue of dissolution adopted a resolution electing to dissolve this corporation.

Article 8. This corporation elects to dissolve.

I certify that all of the facts stated in these Articles of Dissolution are true and correct and are made for the purpose of dissolving a business corporation under the laws of the State of FLORIDA.

Dated: July 7, 20 05

Corporate Seal

Molly Maxwell Edmunds
Signature of Secretary of Corporation

Molly Maxwell EDMUNDS
Printed Name of Secretary of Corporation

Signature of Shareholder

Printed Name of Shareholder

[Signature] Charles Wayne EDMUNDS

Signature of Shareholder

Printed Name of Shareholder

Charles Wayne EDMUNDS

Wayne Russell ALDRICH

Deceased

[Signature]

The undersigned, M Maxwell EDMUNDS certifies that he or she is the duly elected secretary of this corporation and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the shareholders that was held in accordance with state law and the bylaws of the corporation on July 7, 20 05. I further certify that such resolution is now in full force and effect.

Dated: July 7, 20 05

Corporate Seal

Molly Maxwell Edmunds
Signature of Secretary of Corporation

Molly Maxwell EDMUNDS
Printed Name of Secretary of Corporation