

P05000026407

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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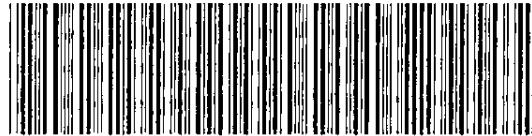
(Business Entity Name)

(Document Number)

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01/15/08--01026--007 \*\*43.75

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08 JAN 15 AM 11:44

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2008 JAN 15 PM 1:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*A*  
*11/15*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:**      ASHLEY SMITH

**DATE:**            01-15-2008

**REF. #:**           000163.80089

**CORP. NAME:**   B4B MEDIA, INC.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input checked="" type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME                    |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY                  |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                         |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

**STATE FEES PREPAID WITH CHECK#** 524360 **FOR \$** 43.75

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |  |  |
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| <input type="checkbox"/> CERTIFIED COPY        | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |  |  |

Examiner's Initials

**ARTICLES OF DISSOLUTION**

**FILED**

**2008 JAN 15 PM 1:16**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

1. The name of this Corporation is B4B MEDIA, INC. (Florida Document No. P05000026407).

2. Dissolution of the Corporation was authorized pursuant to a Written Action in Lieu of a Special Meeting of the Shareholder and Director of the Corporation dated the 8th day of January, 2008. The number of votes cast in favor of dissolution was sufficient for approval.

3. These Articles of Dissolution shall be effective upon filing with the Florida Department of State.

Dated effective the 8th day of January, 2008.

**B4B MEDIA, INC., a Florida corporation**

By: 

Print Name: Sharon Carlsted

Its: President

**WRITTEN ACTION  
IN LIEU OF A SPECIAL MEETING OF THE  
SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF  
B4B MEDIA, INC.**

**Liquidation and Dissolution**

The undersigned, being the sole Shareholder and the sole member of the Board of Directors of **B4B MEDIA, INC.**, a Florida corporation (the "Corporation"), executing this Written Action pursuant to Sections 607.0704 and 607.0821 of the *Florida Statutes*, in lieu of holding a special meeting of the Sole Shareholder and Board of Directors, hereby take, authorize, approve and consent to the following resolutions:

**RESOLVED**, that in the judgment of the Shareholder and the Director of the Corporation, it is deemed advisable and for the benefit of the Corporation and the Shareholder that the Corporation be liquidated and formally dissolved;

**FURTHER RESOLVED**, that the proposed Plan of Liquidation and Articles of Dissolution, copies of which are attached hereto, be, and they hereby are, adopted;

**FURTHER RESOLVED**, that the officers of the Corporation be, and they hereby are, authorized and directed to take any and all actions as necessary or desirable to liquidate the Corporation in accordance with the Plan, including but not limited to the following actions:

1. The assignment and transfer of all of the assets of the business of the Corporation to the sole shareholder, Sharon Carlstedt.
2. The execution and filing on behalf of the Corporation of Articles of Dissolution with the Florida Department of State and a Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service.
3. This Written Action may be executed in counterparts. Signatures submitted via facsimile shall have the same effect as an original signature. Each person or entity set forth on the signature block must execute this Written Action for it to be valid and enforceable.

*(Signatures on following page)*

**DATED** effective the 8th day of January, 2008.

**SHAREHOLDER:**



\_\_\_\_\_  
**SHARON CARLSTEDT**

**DIRECTOR:**



\_\_\_\_\_  
**SHARON CARLSTEDT**

**PLAN OF LIQUIDATION  
OF  
B4B MEDIA, INC.**

**WHEREAS**, it is deemed advisable and in the best interest of **B4B MEDIA, INC.**, a Florida corporation (hereinafter called the "Corporation"), and its shareholder to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution by it of all of its assets in complete liquidation as soon as reasonably possible following the adoption of this Plan of Liquidation.

**NOW, THEREFORE**, the following Plan of Liquidation is recommended by the Director for adoption by the shareholder of the Corporation:

1. The proper officers of the Corporation are authorized to negotiate and to consummate sales of any portion of the Corporation's properties and assets upon such terms and conditions as may be determined by them to be in the best interest of the Corporation and its shareholder.

2. The proper officers of the Corporation shall attempt to collect all of the receivables owing to the Corporation, sell its assets, pay all of its debts and expenses and settle any contingent claims, setting aside any reasonable amount in cash or other property which is deemed necessary to meet any contingent claims, liabilities, or expenses expected to arise.

3. All of the remaining assets of the Corporation, including the proceeds of the sale of any of its assets, shall be distributed in kind to the shareholder as soon as reasonably possible following the date of adoption of this Plan of Liquidation, in exchange for the surrender of its stock in complete cancellation and redemption of all of the stock of the Corporation in accordance with this Plan of Liquidation. Upon surrender of the certificates of stock in the Corporation by the shareholder for cancellation, the proper officers are authorized and directed to issue such checks or execute such assignments, deeds and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the shareholder.

4. The proper officers of the Corporation are authorized and directed to perform such acts and deeds to carry out the purposes of this Plan of Liquidation and to completely liquidate the Corporation as soon as reasonably possible following the date of adoption of this Plan of Liquidation in an orderly manner, and the officers are expressly authorized to execute any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the liquidation and to consummate this Plan of Liquidation.

5. Upon distribution of all of the assets of the Corporation in complete liquidation, the proper officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return on its behalf. The Corporation shall also cause the Corporation's accountants to file Internal Revenue Service Form 966 within thirty (30) days after the adoption of this Plan of Liquidation by the Corporation and its shareholders and sole Director.

6. The proposed date of liquidation is January 8th, 2008.

7. The Corporation shall cause its attorneys to file with the Florida Department of State Articles of Dissolution.

8. This Agreement may be executed in counterparts. Signatures submitted via facsimile shall have the same effect as an original signature. Each person or entity set forth on the signature block must execute this Agreement for it to be valid and enforceable.

Adopted by the Corporation and its shareholder and Director on January 8<sup>th</sup>, 2008.

**B4B MEDIA, INC.**, a Florida corporation

By: 

Print Name: Sharon Carlstedt

"Corporation"

  
**SHARON CARLSTEDT**

"Shareholder"

  
**SHARON CARLSTEDT**

"Director"