

P05000028081

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200096168122

04/16/07--01060--025 **35.00

FILED
07 APR 16 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISS.
58

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

SUITE 201
711 FIFTH AVENUE SOUTH
NAPLES, FL 34102-6628
TEL: 239-430-7070 FAX: 239-213-1970
www.rkmc.com

ATTORNEYS AT LAW

MICHAEL J. VOLPE
239-213-1962
MJVolpe@rkmc.com

April 12, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Thomas Offshore Racing Network, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution of Thomas Offshore Racing Network, Inc., along with our law firm's check in the amount of \$35.00 for the filing fee.

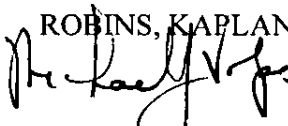
Please file the Articles of Dissolution, and forward stamped copies to me in the self-addressed stamped envelope enclosed for your convenient.

If you should have any questions, just give me a call.

Thank you.

Very truly yours

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.



Michael J. Volpe

MJV/amw
Enclosure

**ARTICLES OF DISSOLUTION
OF
THOMAS OFFSHORE RACING NETWORK, INC.,
a Florida Corporation**

FILED
07 APR 16 AM 8:40
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 **THOMAS OFFSHORE RACING NETWORK, INC.** (the "Corporation") and its Charter Number is P05000028081. It was organized under the laws of the State of Florida on February 23, 2005.

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 11th day of April, 2007, in Naples, Florida.

**THOMAS OFFSHORE RACING NETWORK,
INC., Florida Corporation,**

By: _____

Kevin J. Thomas, President

ATTEST:

, Secretary

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
THOMAS OFFSHORE RACING NETWORK, INC.
AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of **THOMAS OFFSHORE RACING NETWORK, 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 ^{April}~~March~~ 11, 2007.

DATED this 11th day of April, 2007.

SHAREHOLDERS:

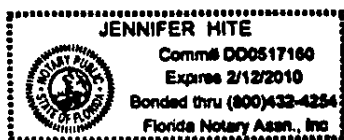


KEVIN J. THOMAS

SECRETARY'S CERTIFICATION

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 11th day of April, 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