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Subject:

From: Patricia T. Block

Tuesday, March 28, 2006 6:46 PM Page: 1 of 4

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Florida Department of State
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DISSOLUTION OR WITHDRAWAL

LOWELL AT LAKE DIAMOND, INC.

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**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF**

LOWELL AT LAKE DIAMOND, INC.

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the complete liquidation and dissolution of **LOWELL AT LAKE DIAMOND, INC.**, a Florida corporation ("Corporation"), through the distribution of all the Corporation's assets to all of its Shareholders in complete liquidation of the Corporation in accordance with Section 332 of the Internal Revenue Code of 1986, as amended ("Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.
2. Approval; Effective Date. This Plan shall be effective as of March, 28, 2006.
3. Distribution of Assets. All assets of the Corporation shall be immediately distributed to the Shareholders of the Corporation, or to such assignees or designees of the Shareholders as may be identified in an assignment or other written instrument acceptable to the Corporation's Board on or before the date such distribution is to be made.
4. Cancellation of Outstanding Shares. The foregoing distribution in complete liquidation shall be solely in exchange for, in complete surrender and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The Shareholders shall surrender their certificates for such shares at the time of such distribution for cancellation.
5. Tax Report and Final Return Filing. Within 30 days from the date of the adoption of this Plan, the officers of the Corporation shall file with the Treasury Department Form 966 with the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan. The officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, if necessary, and such other forms as are appropriate.
6. State Filing Requirements. After all of the assets of the Corporation have been distributed in complete liquidation of the stock of the Shareholders, the officers and Directors of the Corporation shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Sections 607.1401 et seq, Florida Statutes, to effect a complete dissolution of the Corporation, and shall take such other actions as are required, including filing any other necessary documents and certificates.
7. Authorization of Necessary Acts. The officers and the Directors of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 332, and the Treasury

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Regulations issued hereunder. The Corporation's officers and Directors shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

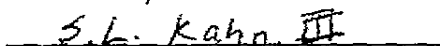
8. Intent. Subject to any over-riding requirements relevant to the Corporation's status as a "qualified Subchapter S subsidiary" under the Code, it is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 332, and this Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 332 (or to the extent applicable those more specific rules applicable to the liquidation of a qualified Subchapter S subsidiary under the Code).

9. Transfer of Assets; Title Warranties and Other Contractual Assurances. The Corporation, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of the Corporation's assets to the Shareholders (or to any assignee of the Shareholders, as contemplated by this Plan), including without limitation any representations, warranties or other contractual assurances they deem appropriate under the circumstances.


IN WITNESS WHEREOF, the undersigned, being all of the Shareholders and all of the Directors of the Corporation, have executed the foregoing Plan of Complete Liquidation and Dissolution.

SHAREHOLDERS:


Name: S.L. Kahn III


Name: S.L. Kahn III

DIRECTORS:


Name: S.L. Kahn III


Name: S.L. Kahn III

H06000082832 3