

P07000057114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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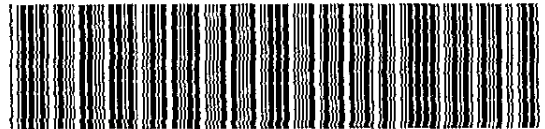
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Effective date
12-31-09*

*Theris
1-28-10*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Voluntary Dissolution of Corporation

DOCUMENT NUMBER: P07000057114

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PAUL SALVER OR KAREN SALVER
(Name of Contact Person)

PAUL SALVER, P.A.
(Firm/Company)

2721 Executive Park Dr, Suite 3
(Address)

Weston, FL 33331
(City/State and Zip Code)

For further information concerning this matter, please call:

Karen Salver, Esq. at (954) 349-0272 x 210
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

* ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

* already submitted

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PAUL SALVER, P.A.

ATTORNEYS AT LAW
2721 Executive Park Drive
Suite 3
Weston, Florida 33331

Email: p.salver@psccpas.com

Paul Salver, Esquire
Karen Alterman Salver, Esquire

Telephone: 954-349-0272
Fax: 954-389-1397

January 27, 2010

Ms. Karon Beyer
Bureau Chief of Commercial Recordings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Fax No: 850-245-6013

Re: P Real Estate USA, Inc. and Condo 12, Inc.

Dear Ms. Beyer:

Thank you for your telephone call yesterday. Pursuant to our conversation today, attached is the Articles of Dissolution for P. Real Estate USA, Inc.

How will the Department be correcting the information that is on Condo 12, Inc.? This error affected both companies.

Thank you very much for your department's efforts to get this resolved. If you need to reach either myself (ext. 210) or Mr. Salver (ext. 222), please do not hesitate to do so.

I will mail the original copy to your address.

Very truly yours,



Karen Alterman Salver, Esq.
Paul Salver, P.A.

Enclosures

PAUL SALVER, P.A.

ATTORNEYS AT LAW
2721 Executive Park Drive
Suite 3
Weston, Florida 33331

Email: p.salver@psccpas.com

Paul Salver, Esquire
Karen Alterman Salver, Esquire

Telephone: 954-349-0272
Fax: 954-389-1397

January 25, 2010

Ms. Karon Beyer
Bureau Chief of Commercial Recordings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Fax No: 850-245-6013

Re: ARTICLES OF CORRECTION
P Real Estate USA, Inc. merger with Condo 12, Inc.

Dear Ms. Beyer:

Following up on my letter of January 20, 2010, I urge the Secretary of State to consider our application to correct an erroneously filed document. Time is of the essence, as the longer the incorrect document is reflected as true, the more that the public relies on a document that was erroneous. In that regard I propose the following:

First, this firm attempted to correct the error within hours of the filing. To our knowledge, no one has relied on this merger and no one has been adversely affected.

Second, Florida Statute Section 607.0124 on its face applies to our situation. The Statute does not limit itself to scrivener error, but rather is broader than that. Section 607.0124 (1) lists three separate categories and they are separated by "or", not "and". Subsection (1) (a) allows a corporation to correct a document if it contains an inaccuracy. The history of the statute does not refer to this section being singled out for scrivener errors. Our Articles of Merger listed a serious inaccuracy, based on a miscommunication. It is in the public's best interests for this to be corrected as soon as possible.

Third, Section (2) helps a corporation to correct an inaccuracy or defect by describing how to do it. We complied with these requirements.

Fourth, Section (3) speaks to correcting the error, and in fact, allows for the possibility that if persons relied on the incorrect information, then the articles of correction are effective when they are filed. Thus, the legislature, by including this effective date exception to the original date of filing, underscores the point of encouraging all corrections to be filed.

Fifth, even when a corporation is dissolved, the corporate name is reserved for a period of time, so that errors that may have caused the dissolution can be corrected. I suggest that the

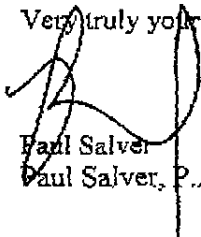
legislature did not expressly address a revocation of merger, because it would be impossible to include every corporate eventuality. Therefore, there is Statute 607.0124, which allows for unspecified documents to be corrected.

Again, if the legislature desired this statute to be limited to scrivener's errors, there would have been some evidence of it in this statute. There is not. The legislature allows a corporation to correct a document for 30 days. The legislature expressly grants corporations this right and a full reading of the statute supports this position.

Most importantly, if we were required to file a court action to revoke the merger between two small private corporations, it could take months or years to be heard, and the public would be relying on misleading, defective, erroneous corporate actions. This is not the intent of the Florida statutes. Our request is on all fours with the Florida Statute.

Please allow us to correct our merger and reinstate P Real Estate USA., Inc., so that we may dissolve it as the shareholders desire in an expeditious manner.

Very truly yours,



Paul Salver
Paul Salver, P.A.

Enclosures

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

P Real Estate USA, Inc.

SECOND: The document number of the corporation (if known): P 07000057114

THIRD: The date dissolution was authorized: December 29, 2009

Effective date of dissolution if applicable: Dec. 31, 2009
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Paul Salver

(Typed or printed name of person signing)

(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JAN 27 P 4: 29

FILED

Filing Fee: \$35