

P08000075948

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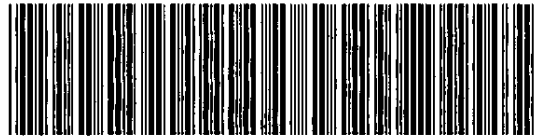
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07/20/09--01008--016 \*\*43.75

FILED  
09 JUL 20 AM 8:51  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

*Effective date*  
*7-31-09*

*Voided*  
*News*  
*7-23-09*

POWER ENERGY, INC.  
3214 King Charles Cr.  
Seffner, Fl. 33584

July 15, 2009

Amendment Section  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

Subject: POWER ENERGY, INC.  
Document #P08000075948

Dear Sir/Madam,

The enclosed Articles of Revocation of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Subject: POWER ENERGY, INC  
3214 King Charles Dr.  
Seffner, Fl. 33584

For further information concerning this matter, please call me at (813) 679-3572

Enclosed is a check in the amount of \$43.75 for the Filing Fee, Certificate of Status copy.

Truly yours,

Jose A. Vega  
President

## 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:

POWER ENERGY, INC.

SECOND: The document number of the corporations : P08000075948

THIRD: The date dissolution was authorized: July 15, 2009  
Effective date of dissolution If applicable: July 31, 2009.

FOURTH: Adoption of Dissolution:

\*\* ①. Dissolution was approved by the shareholders. The number of votes cast For dissolution was sufficient for approval.

2. Dissolution was approved by the shareholders through voting group.

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)

JOSE A. VEGA

\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT

\_\_\_\_\_  
(Title of person signing)

FILED  
09 JUL 20 AM 8:51  
TALLAHASSEE, FLORIDA

**JOINT ACTION BY WRITTEN CONSENT OF THE  
STOCKHOLDER AND BOARD OF DIRECTORS OF**

**POWER ENERGY, INC.**

The undersigned, constituting the sole owner of the issued and outstanding capital stock of the corporation, and the sole member of the Board of Directors of **POWER ENERGY, INC.**, a professional service corporation organized and existing under the laws of the State of Florida, does hereby take the following action by unanimous written consent, pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the following plan of liquidation in compliance with Section 331 of the Internal Revenue Code of 1986, as amended, be and hereby is adopted:

FIRST, that in the judgment of the sole stockholder and the sole member of the Board of Directors, of the corporation, it is deemed advisable and in the best interest of the corporation and its stockholder that the corporation should be liquidated; that a plan of complete liquidation consistent with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be formulated to effect such liquidation in accordance with the terms hereinafter set forth in this resolution; provided, however, that notwithstanding any thing else herein contained to the contrary, the appropriate officers of the corporation are authorized and hereby directed to set aside such cash money as they in good faith shall deem advisable and reasonable to pay any unascertained or contingent liabilities and expenses of the corporation.

SECOND, that the proper officers of the corporation be and are hereby authorized to distribute, transfer, deed and/or assign to the corporation's sole shareholder in return for all of the issued and outstanding capital stock of the corporation all of the properties of the corporation which in their judgment should be liquidated in order to facilitate the complete liquidation of the corporation.

Joint Action by Written Consent of the  
Stockholder and Board of Directors of  
POWER ENERGY, INC.  
Page Two

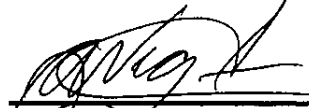
THIRD, that the actions provided for herein above, providing for the complete liquidation of the corporation and the distribution of its assets, be commenced as soon as practicable, but in no event shall such liquidation take place later than July 31, 2009.


IN WITNESS WHEREOF, we have executed this Joint Action by Written Consent this  
15TH Day of July, 2009.

Director

Stockholder

Number of Shares

  
\_\_\_\_\_  
JOSE A. VEGA

  
\_\_\_\_\_  
JOSE A. VEGA

100

  
\_\_\_\_\_

  
\_\_\_\_\_

100

MARIA DE LOS A. RIVERA

MARIA DE LOS A. RIVERA