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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : AR LAW GROUP PLLC
Account Number : I20230000079
Phone : (305)433-7701
Fax Number : (305)433-7709

FILED
2024 JUN 12 AM 8:14
STATE
GSE GROUP INC.

**DISSOLUTION OR WITHDRAWAL
GSE GROUP INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

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2024 JUN 12 AM 11:13

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GSE GROUP INC.

DOCUMENT NUMBER: P17000053167

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

Please return all correspondence concerning this matter to the following:

Adrian Lores de la Pena

(Name of Contact Person)

AR Law Group PLLC

(Firm/Company)

8785 SW 165th Ave, Ste 103

(Address)

Miami, Florida 33193

(City/State and Zip Code)

For further information concerning this matter, please call:

Adrian Lores de la Pena

(Name of Contact Person)

786-636-1001 ext 105

(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)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2024 JUN 12 AM 8:14
TALLAHASSEE, FL

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:
GSE GROUP INC.

SECOND: The document number of the corporation (if known): P17000053167

THIRD: The date dissolution was authorized: June 1, 2024

Effective date of dissolution if applicable: June 6, 2024
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FOURTH: Dissolution was approved by the shareholders, in the manner required by this chapter
the articles of incorporation.

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)

Ivan Lopez

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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2024 JUN 12 AM 8:14
CLERK OF CIRCUIT COURT
JACKSONVILLE, FL

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: GSE GROUP INC.

The above named corporation is the subject of dissolution and the effective date of a dissolution is: June 1, 2024

(date filed with the Dept. if date specified in the Articles of Dissolution)

Description of information that must be included in a claim:

GSE Group Inc. should receive a letter notifying its Registered Agent or Attorney at record of the claim, including but limited to name, address, attach contract or payment alleged owed by the GSE Group Inc.

Mailing address where written claims can be sent: (Claims cannot be sent to the Division of Corporations)

AR Law Group PLLC i/c/o Adrian Lores de la Pena

8785 SW 165th Ave, Ste 103

Miami, Florida 33173

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Adrian Lores de la Pena, Esq., LL.M.

Printed Name of the Person Filing

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

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2024 JUN 18 AM 8:14

**Unanimous Written Consent
of the sole
Shareholder of GSE Group Inc.**

The undersigned, being the sole shareholder of GSE Group Inc, a Florida corporation (the "Company"), hereby agrees and consents to the following actions without a meeting, pursuant to the provisions of the governing laws and the Company's articles of incorporation and bylaws:

1. Dissolution of the Company:

I hereby approve and authorize the dissolution of the Company effective June 1, 2024, subject to compliance with all applicable laws and regulations.

2. Appointment of Liquidator:

The undersigned hereby appoints Attorney Adrian Lores de la Pena with AR Law Group PLLC as the liquidator of the Company (the "Liquidator"), with full authority to wind up the Company's affairs, liquidate its assets, settle its liabilities, and distribute its remaining assets to the shareholders in accordance with the governing laws.

3. Authorization:

The undersigned hereby authorizes and empowers the Liquidator to take any and all actions necessary or desirable to effectuate the dissolution of the Company, including but not limited to:

- a. Executing and filing all necessary documents with the relevant government authorities;
- b. Notifying creditors and other third parties of the dissolution and liquidation proceedings;
- c. Selling, transferring, or otherwise disposing of the Company's assets in an orderly manner; and
- d. Distributing the net proceeds of liquidation to the shareholders after payment of all outstanding liabilities.


4. Further Actions:

The undersigned, hereby authorizes Liquidator to take any further actions and execute any further documents necessary or convenient to carry out the purposes of this unanimous written consent.

The undersigned shareholder, hereby waive any requirement for notice of meeting, discussion, or vote, and we consent to the adoption of this written consent as if each of us had signed a counterpart of this document.

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This unanimous written consent shall be effective as of the date first below and shall be deemed to be the act of all shareholders entitled to vote on the matters set forth herein.



Ivan Lopez

June 6, 2024

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TALLAHASSEE, FL