



THE UNITED STATES  
CORPORATION  
COMPANY

P93000010986

ACCOUNT NO. : 072100000032

REFERENCE : 654377 5011226

AUTHORIZATION

COST LIMIT : \$ 87.50

*Patricia Pizut*

ORDER DATE : December 31, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 654377-005

500002387015--2

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

*Lisa*

DOMESTIC FILINGS

NAME: SAFETY TRAFFIC SERVICES, INC.

FILED  
97 DEC 31 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 DEC 31 AM 11:11  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF  
SAFETY TRAFFIC SERVICES, INC.**  
A Florida Corporation

FILED  
97 DEC 31 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SAFETY TRAFFIC SERVICES, INC.

ARTICLE II - DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on November 18<sup>th</sup>, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV - MINUTES OF SPECIAL MEETING

A copy of the minutes of a special meeting of the Shareholders and Board of Directors of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation as certified by the Secretary of the Corporation is attached hereto.

SAFETY TRAFFIC SERVICES, INC.

By: 

J. Charles Gray

Its: Vice President

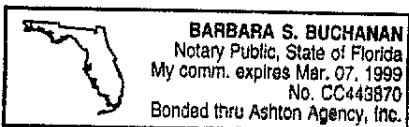
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1997, by J. Charles Gray, as Vice President of SAFETY TRAFFIC SERVICES, INC., a Florida corporation, on behalf of the corporation.

Barbara S. Buchanan  
Signature of Notary Public

BARBARA S. BUCHANAN  
(Print Notary Name)  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

AFFIX NOTARY STAMP



☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced: \_\_\_\_\_

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of SAFETY TRAFFIC SERVICES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Board of Directors and Shareholders of the Corporation by special meeting held November 18, 1997.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 30<sup>th</sup> day of December, 1997.

SAFETY TRAFFIC SERVICES, INC.

By: \_\_\_\_\_

J. Charles Gray, Secretary

(CORPORATE SEAL)

MINUTES OF SPECIAL JOINT MEETING  
OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS OF  
SAFETY TRAFFIC SERVICES, INC.

A special joint meeting of the Shareholders Board of Directors of SAFETY TRAFFIC SERVICES, INC., a Florida corporation, was held via telephone in Orlando, Florida, on November 18, 1997, pursuant to Waiver of Notice and Consent to meeting filed with these minutes.

The following, being all of the Shareholders, were present via telephone conference initiated by J. Charles Gray, Vice President of the Corporation:

S. Alan Weinstein  
Gay Weinstein (by S. Alan Weinstein under Power of Attorney)  
J. Charles Gray  
Saundra H. Gray (J. Charles Gray under Power of Attorney)  
Joseph V. Uricchio, M.D.  
Paulette Uricchio (by Joseph V. Uricchio, M.D. under Power of Attorney)  
Louis Frey, Jr.  
Marcia Frey (by Louis Frey, Jr. under Power of Attorney)

The following being all of the members of Board of Directors, were also present telephonically:

S. Alan Weinstein  
J. Charles Gray  
Joseph V. Uricchio, M.D.  
Louis Frey, Jr.

J. Charles Gray presided at the meeting and also acted as Secretary.

Mr. Gray stated that the purpose of the meeting was to discuss liquidation of the Corporation effective as of December 31, 1997.

After discussion, upon motion duly made and unanimously carried, the Shareholders and Directors ratified and approved the following Plan of Complete Liquidation and Dissolution of the Corporation.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. SAFETY TRAFFIC SERVICES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding Five Thousand (5,000) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on December 31, 1997, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Directors and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The Directors and President of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

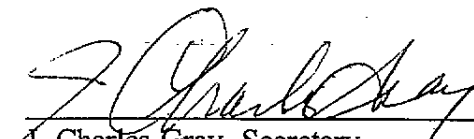
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

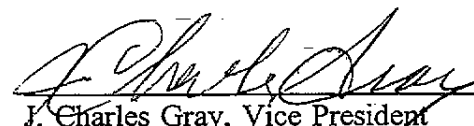
6. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The Shareholders and Directors then directed J. Charles Gray, as Vice President to execute and submit Articles of Dissolution on behalf of the Corporation to be filed with the Florida Department of State prior to December 31, 1997.

There being no further business, the meeting was duly adjourned.

  
J. Charles Gray, Secretary

APPROVED:

  
J. Charles Gray, Vice President