

P93000017334

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2032692-1  
(Sub Account)

DATE: 1-30-02

REQUESTOR NAME: Lexis Document Services

ADDRESS:

TELEPHONE: ( ) ( ) ext ( )

CONTACT NAME:

CORPORATION NAME: CM - GL Services, Inc

DOCUMENT NUMBER: Filing Arts of Dissolution.  
(if applicable)

AUTHORIZATION:

Cynthia J. Woodyard

☐ CERTIFIED COPY (1-9)

☒ CERTIFICATE OF STATUS (1-9)

☒ PLAIN STAMPED COPY

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( ) Call When Ready  
( ) Walk In  
( ) Mail out

( ) Call if Problem  
( ) Will Wait

( ) After 4:30  
( ) Pick Up

RECEIVED  
02 JAN 30 PM 1:44  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1/30/02

FILED  
02 JAN 30 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

FILED  
02 JAN 30 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: CM-GL Services, Inc.

SECOND: The date dissolution was authorized: December 31, 2001

THIRD: 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 vote of 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)

Signed this 16<sup>th</sup> day of January, 2002.

Signature By: Gary Powell

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Gary Powell

(Typed or printed name)

President

(Title)

**STATEMENT OF CONSENT BY THE  
SOLE SHAREHOLDER AND DIRECTORS OF  
CM-GL Services, Inc.**

The undersigned, being the sole shareholder and directors of CM-GL Services, Inc., a Florida corporation (the "Corporation"), in the manner authorized by the laws of the State of Florida, and in lieu of a special meeting, do hereby consent to the adoption of the following resolutions:

**RESOLVED**, that in the judgment of the directors of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be dissolved; and

**FURTHER RESOLVED**, that it is the intent of the directors to effectuate the liquidation of the Corporation pursuant to Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

**FURTHER RESOLVED**, that the directors do hereby adopt and approve the plan of complete liquidation attached hereto as Exhibit A to effect such liquidation, such plan to be effectuated as promptly as possible; and

**FURTHER RESOLVED**, that the sole shareholder of the Corporation hereby approves the plan of complete liquidation attached hereto as Exhibit A; and

**FURTHER RESOLVED**, that the proper officers of the Corporation be, and they hereby are, authorized and directed, at appropriate times, to file articles of dissolution and other required documents with the Secretary of State of the State of Florida; and

**FURTHER RESOLVED**, that after providing for all the proper debts of the Corporation, all of the remaining assets of the Corporation be distributed to the sole shareholder of the Corporation in redemption and cancellation of all outstanding capital stock of the Corporation; and

**FURTHER RESOLVED**, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and steps necessary to accomplish the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable; and

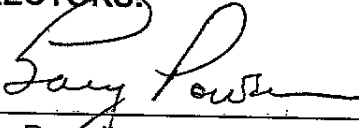
**FURTHER RESOLVED**, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things, including an appraisal of assets to be distributed, as they may deem necessary or proper to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions; and

**FURTHER RESOLVED**, that such actions are hereby ratified, confirmed and approved.

**IN WITNESS WHEREOF**, the undersigned have hereto affixed their respective signatures in their capacities as aforesaid, it being understood that this Statement of Consent shall be effective without any further action as of the date hereof.

**DATED** as of this 31<sup>st</sup> day of December, 2001

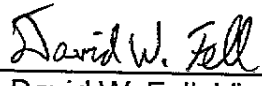
**DIRECTORS:**

  
\_\_\_\_\_  
Gary Powell

\_\_\_\_\_  
Roger Maynard

**SHAREHOLDER:**

**MHC Systems, Inc.**

By:   
\_\_\_\_\_  
David W. Fell, Vice President

**AGREEMENT AND PLAN OF LIQUIDATION  
FOR CM-GL SERVICES, INC.**

**AGREEMENT AND PLAN OF LIQUIDATION** made as of this 31<sup>st</sup> day of December, 2001, between MHC Systems, Inc. (hereinafter called the "Shareholder") and CM-GL Services, Inc., a Florida corporation (hereinafter called the "Corporation").

**WHEREAS**, the Shareholder owns all of the issued and outstanding capital stock of the Corporation; and

**WHEREAS**, the Shareholder wishes to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the laws of the State of Florida.

**NOW, THEREFORE**, the parties hereto hereby agree as follows:

1. The Shareholder approves, authorizes and consents to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in accordance with the plan of liquidation set forth in this Agreement and Plan of Liquidation.
2. The Shareholder hereby authorizes the officers of the Corporation to file a Consent of Stockholders to Dissolution, and such other documents as may be required, with the Secretary of State of the State of Florida.
3. The Shareholder hereby resolves that after payment of the Corporation's debts, or provision is made therefor, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.

**SHAREHOLDER:**

**MHC Systems, Inc.**

By: David W. Fell  
David W. Fell, Vice President

**CORPORATION:**

**CM-GL Services, Inc.**

By: Gary Powell  
Gary Powell, President