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ACCOUNT NO. : 072100000032

REFERENCE : 652356 115963A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizut

FILED
97 DEC 30 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 30, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 652356-005

CUSTOMER NO: 115963A

700002385797--5

CUSTOMER: Richard G. Rumrell, Esq
Rumrell Wagner & Costabel LLP
P. O. Box 550668

Jacksonville, FL 32255-0668

DOMESTIC FILINGS

NAME: R & J LIQUIDATION, P.A.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: _____

VS DEC 30 1997

RECEIVED
97 DEC 30 AM 10:51
RUMRELL WAGNER & COSTABEL
CORPORATION

Voldis

**ARTICLES OF DISSOLUTION OF
R&J LIQUIDATION, P.A.**

FILED
97 DEC 30 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, **R&J Liquidation, P.A.**, a Florida corporation, pursuant to Section 607.1402 of the Florida Statutes (1996) by the hand of its President and attested by its Secretary, hereby sets forth its Articles of Dissolution and shows:

ARTICLE I.

The name of the corporation is: **R&J Liquidation, P.A.**

ARTICLE II.

The names and respective addresses of its current officers are as follows:

President	Richard G. Rumrell
Secretary	Richard G. Rumrell
Treasurer	Richard G. Rumrell

ARTICLE III.

The names and respective addresses of the Company's directors are as follows:

Richard G. Rumrell
10151 Deerwood Park Boulevard, Suite 250
Jacksonville, Florida 32256

ARTICLE IV.

Adequate provision has been made for all debts, obligations and liabilities of the Company.

All of the remaining property and assets of the Company will have been distributed to the Shareholders of the Company on or before December 31, 1997 in accordance with their respective rights and interests.

There are no actions pending against the Company in any court.

ARTICLE V.

Attached hereto as Exhibit A is a copy of the resolutions whereby the Directors and Shareholders of the Corporation elected to dissolve the Corporation and adopted a plan of complete liquidation at a joint meeting on December 22, 1997.

ARTICLE VI.

Notice of adoption of a plan of complete liquidation of the Company has been mailed to each


known creditor of and claimant against the Company, if any.

ARTICLE VII.

These Articles of Dissolution shall be effective December 23, 1997.


IN WITNESS WHEREOF, these Articles of Dissolution have been executed by this Company this 22nd day of December, 1997.

R&J LIQUIDATION, P.A.

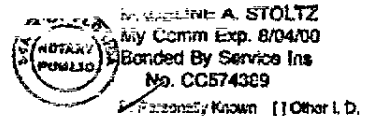
By: 
Richard G. Rumrell
President and Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Articles of Dissolution were acknowledged before me this 22nd day of December, 1997, by Richard G. Rumrell, the President and Secretary of R&J Liquidation, P.A., ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public, State of Florida at Large

Notary's Stamped or Printed Name: Madeline A. Stoltz
My commission expires: 8/4/00



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Madeleine A. STOLTZ
My Comm Exp. 8/04/00
Bonded By Service Ins
No. CC574389
☒ Personally Known ☐ Other I. D.

**JOINT RESOLUTIONS OF SHAREHOLDERS
AND BOARD OF DIRECTORS
OF
R&J LIQUIDATION, P.A.**

Pursuant to the authority contained in Sections 607.0704 and 607.0821, Florida Statutes, (1995), the adoption of the following preambles and resolutions is consented to by the Directors and Shareholders who have signed below and who constitute all of the Shareholders and members of the Board of Directors of this Corporation.

WHEREAS, the Board of Directors has determined that there are no future prospects for operating the business of the Corporation and has formulated a plan of liquidation and distribution of assets of the Corporation.

NOW THEREFORE, BE IT RESOLVED, that all business of this Corporation is hereby terminated; and

FURTHER RESOLVED, that all purchases, contracts, dividends, contributions, compensations, acts, decisions, proceedings, elections, and appointments by the Directors and officers of the Corporation since the Corporation's last annual meeting be and hereby are approved; and

FURTHER RESOLVED, that the following plan of liquidation is adopted for assembling and marshaling of the assets of the Corporation, paying or making adequate provisions for creditors and debtors of the Corporation, and apportioning the remaining assets among the Shareholders according to their respective interests:

- A. The Corporation has no liabilities.
- B. The Corporation has no assets.
- C. After provision for or payment of known debts and liabilities of the Corporation, the Directors of the Corporation are authorized and directed to distribute the remaining assets of the Corporation to the Shareholders of record in the following manner: (1) with respect to any cash, by distributing to each Shareholder of record a portion of the cash equal to the proportion that the shares owned by the Shareholder bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each Shareholder of record an undivided interest in each of the assets equal to the proportion that the shares of the Corporation owned by the Shareholder bears to the total issued and outstanding shares of the Corporation.

EXHIBIT

"A"

D. The distribution of assets shall be made to the Shareholders of this Corporation on the following conditions: (1) on demand made by the Board of Directors, each Shareholder shall surrender, for cancellation, the certificate or certificates evidencing his or her ownership of capital stock of the Corporation; and (2) that the distribution shall be in complete satisfaction of the rights of each Shareholder as a Shareholder of the Corporation.

AND BE IT FURTHER RESOLVED, that the President of the Corporation is authorized to do any acts and to take any steps that are necessary or convenient to carry these resolutions into effect, including, but not limited to, the execution of any instruments that are required to vest title to the assets of this Corporation in the Shareholders; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to take appropriate measures to obtain the Shareholders' approval of this authorized plan of liquidation by obtaining either the affirmative vote of the Shareholders entitled to cast at least a majority of the votes that all Shareholders are entitled to cast on the plan or by obtaining the written consent of all of the Shareholders to the plan; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this Corporation.

Executed this 22nd day of December, 1997.



Richard G. Rumrell, Director



Richard G. Rumrell, Shareholder