

P94000010035

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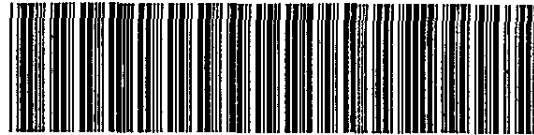
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FLAGS PLUS, INC.

**DOCUMENT NUMBER:** P94000010035

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

Please return all correspondence concerning this matter to the following:

**John C. Gesch, Esquire**  
2365 South Congress Avenue  
West Palm Beach, FL 33406

For further information concerning this matter, please call:

**John C. Gesch, Esquire**  
(561) 964-7400

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, Florida 32314

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

1. The name of the corporation is FLAGS PLUS, INC. (P94000010035)
2. The names and respective addresses of its officers are:

President	Ruth Trexler P.O. Box 72 Lorida, Florida 33857
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Vice President	Ruth Trexler P.O. Box 72 Lorida, Florida 33857
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Secretary/Treasurer	Ruth Trexler P.O. Box 72 Lorida, Florida 33857
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3. The names and respective addresses of its directors are:

Ruth Trexler  
P.O. Box 72  
Lorida, Florida 33857

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. A copy of the resolution to dissolve is attached. That resolution was adopted by all shareholders of the corporation on the 11<sup>th</sup> day of August, 2004.

DATED this 11<sup>th</sup> day of August, 2004.

Ruth Trexler  
Ruth Trexler, President

Ruth Trexler  
Ruth Trexler, Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME personally appeared RUTH TREXLER, who is the President and Secretary of FLAGS PLUS, INC, a Florida corporation, and she acknowledged before me that she executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 16 day of

August, 2004.

  
\_\_\_\_\_  
Notary Public, State of Florida

☒ Personally Known  
OR  
☐ Produced Identification  
Type of ID: \_\_\_\_\_



John C. Gesch  
Commission # DD078068  
Expires Jan. 22, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

**MINUTES OF THE JOINT SPECIAL MEETING  
OF STOCKHOLDERS AND DIRECTORS  
OF  
FLAGS PLUS, INC.  
AT MEETING TO LIQUIDATE AND DISSOLVE**

The Board of Directors and Stockholders of FLAGS PLUS, INC., a Florida corporation, met at the office of the corporation's attorney on the 11 day of August, 2004, at 2365 South Congress Avenue, West Palm Beach, Florida 33406, pursuant to a call of the meeting by the President.

Present were a quorum of the Stockholders and a quorum of the members of the Board of Directors.

The President of the corporation, RUTH TREXLER, presided as Chairman of the meeting and RUTH TREXLER, its Secretary, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice of the meeting signed by all of the Stockholders and Directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation.

**BE IT RESOLVED AS FOLLOWS:**

1. That in the judgment of the Board of Directors and the Shareholders of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved.

2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with Section 336 of the Internal Revenue Code of 1986, as amended, and other applicable section(s), and in accordance with the provisions of Chapter 607 of the Florida Statutes, and that the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, i.e., the President and Secretary, are hereby authorized to execute any and all deeds of conveyance, assignments and/or any and other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

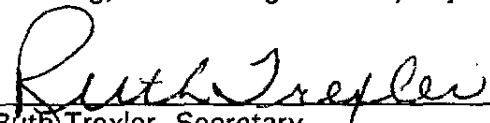
6. That after effecting such transfers or sales and providing for the proper debts of the corporation, that any remaining assets of the corporation be distributed to the Stockholders of the corporation as soon as possible, but in no event later than the termination of a three (3) month period, commencing on the date of these resolutions.

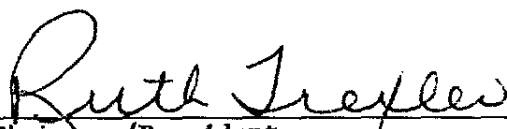
7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes, and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the corporation shall file all necessary tax returns and forms with the Internal Revenue Service together with a certified copy of these resolutions.

9. That the accountants for the corporation shall assist those Shareholders who desire to have their gain taxed as provided in Section 331 of the Internal Revenue Code of 1986, as amended, for federal income tax purposes, in preparing form 966 and filing same with the Internal Revenue Service within a period of 30 days from the date of this meeting.

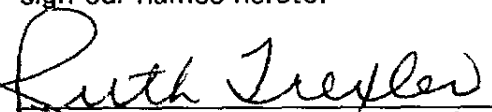
There being no further business before the meeting, the meeting was duly adjourned.

  
Ruth Trexler, Secretary

  
Chairman / President

#### RATIFICATION OF MINUTES


We, the undersigned, being all of the Directors and Shareholders of FLAGS PLUS, INC., a Florida corporation, do hereby ratify, approve and confirm all that has occurred at the joint special meeting held on Aug 11, 2004, at the offices of the corporation, the minutes of which we have read and in signification of such approval, ratification and confirmation and of our assent to all acts taken at said meeting, do hereby sign our names hereto.

  
Ruth Trexler, Stockholder (sole)

  
Ruth Trexler, Director

**WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF  
STOCKHOLDERS AND DIRECTORS OF  
FLAGS PLUS, INC.**

We, the undersigned, being the Stockholders and Directors of FLAGS PLUS, INC., a Florida corporation, hereby severally waive notice of the time, place and purpose of a joint special meeting of the Stockholders and Directors of the corporation and consent and agree that it be held at the office of the corporation's attorney on the 11 day of August, 2004, at 2365 South Congress Avenue, West Palm Beach, Florida 33406, for the purpose of discussing and adopting a proposed plan of liquidation and dissolution of the corporation, and for the purpose of transaction any business which may come before the meeting.

  
Ruth Trexler, Stockholder (sole)

  
Ruth Trexler, Director