

# P94000028204

John G. Pierce, Esq  
800 N. Ferncreek Ave  
Orlando FL 32803

FILED  
98 MAY 18 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 700002527967-3  
-05/18/98--01146--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS MAY 27 1998

Uoldis

Examiner's Initials

ARTICLES OF DISSOLUTION  
OF  
Diamond and Gold Center, Inc.

A Florida Corporation

FILED  
98 MAY 18 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is Diamond and Gold Center, Inc.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on May 4, 1998.

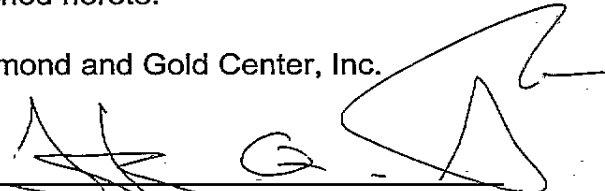
ARTICLE III. SHAREHOLDER APPROVAL

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. JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and shareholders is attached hereto.

Diamond and Gold Center, Inc.

By:   
Hong Q. Pham  
Its: President

STATE OF Florida)  
COUNTY OF Orange)

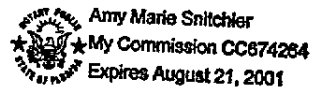
THE FOREGOING INSTRUMENT was acknowledged before me this 6<sup>th</sup> day of  
May, 1998, by Hong Q. Pham, President of Diamond and Gold Center, Inc., a Florida  
corporation, on behalf of the corporation. He is personally known to me and did not take  
an oath.

Amy Marie Snitchler  
(Signature)

Amy Marie Snitchler  
(Print Name)

Notary Public

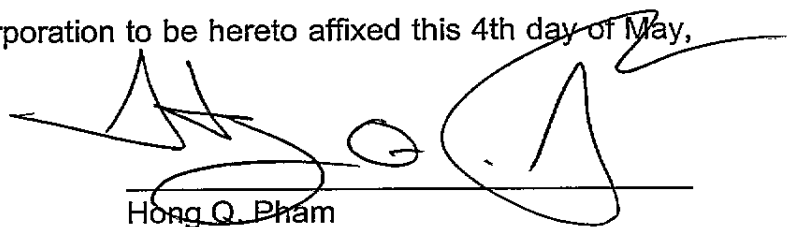
My Commission Expires:



## C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Diamond and Gold Center, 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 joint written action dated the 4th day of May, 1998.

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 4th day of May, 1998.



Hong Q. Pham  
Secretary

(CORPORATE SEAL)

JOINT WRITTEN ACTION  
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF  
Diamond and Gold Center, Inc.

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of Diamond and Gold Center, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the directors of the Corporation have recommended dissolution to the shareholders of the Corporation;

WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the directors and president of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

---

### PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Diamond and Gold Center, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding Two Hundred Fifty (250) 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 May 4, 1998, 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.

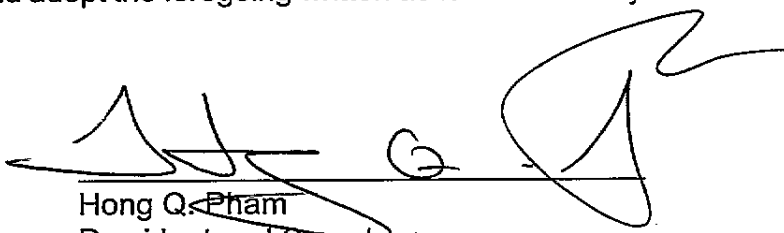
3. The directors and president of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary 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 undersigned hereby approve and adopt the foregoing written action this 4th day of May, 1998.



Hong Q. Pham  
President and Secretary



Kathy Pham  
Vice President