

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Elling, Inc.

Signature _____

Requested by: LS

Name _____

Date 6/24

Time 8:35

Walk-In _____

Will Pick Up _____

UP/DIS
PREP
6/24

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Name Reservation _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ☒ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

97 JUN 24 AM 8:50
RECEIVED

ARTICLES OF DISSOLUTION
OF ELLING, INC.

THE UNDERSIGNED officer of Elling, Inc. (the Corporation), adopts the following Articles of Dissolution pursuant to Section 607.0704 and 607.1403, Florida Statutes:

ARTICLE I

The name of the Corporation is Elling, Inc.

ARTICLE II

The effective date of these Articles of Dissolution shall be June 1997. Dissolution of the Corporation was authorized by the Shareholders on June 17 1997.

ARTICLE III

A copy of the Written Consent of a majority of the Shareholders of the Corporation, dated June 17 1997, approving and directing the voluntary dissolution of the Corporation is attached hereto. Such Written Consent has been signed by a majority of the Shareholders of the Corporation. The vote of the Shareholders is sufficient for approval.

Dated: 6/17/97



Elisabet Nafilyan, as President
of Elling, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF THE
SHAREHOLDERS OF ELLING, INC.**

Pursuant to Section 607.0704(1) Florida Statutes, the undersigned holder of a majority of the outstanding stock of Elling, Inc., a Florida corporation (the Corporation), hereby consents to the following resolutions of voluntary dissolution and liquidation of the Corporation:

RESOLVED, that a majority of the shareholders of the Corporation hereby consent to, approve and direct the voluntary dissolution and liquidation of the Corporation in accordance with the terms and provisions of the Plan of Liquidation (the Plan of Liquidation) attached hereto as Exhibit A;

RESOLVED, that the President and Director of the Corporation, Elisabet Nafilyan, is hereby authorized and directed to do all acts and deeds and execute all instruments, agreements, conveyances and documents, and pay all expenses, fees and charges as in her sole discretion that are necessary and desirable to effect the purpose of these resolutions;

RESOLVED, that the President and Director of the Corporation, Elisabet Nafilyan is hereby authorized and directed to file Articles of Dissolution in the form attached as Exhibit B, pursuant to Section 607.1403, Florida Statutes, with the Department of State of the State of Florida; and,

RESOLVED, that the President and Director of the Corporation, Elisabet Nafilyan, is hereby authorized and directed to do or cause to be done all such further acts and things as she may deem necessary and proper in order to effect the dissolution and liquidation of the Corporation in accordance with the Plan of Liquidation.

DATED this 17 day of June, 1997.

SHAREHOLDERS:


Elisabet Nafilyan

**PLAN OF COMPLETE
LIQUIDATION OF ELLING, INC.**

On June 17 1997, a majority of the shareholders of Elling, Inc. (the Company) approved and hereby evidenced adoption of the Plan of Complete Liquidation through the Shareholders' Consent in Writing.

The Effective Date of the complete liquidation of the Corporation shall be on or before ~~June~~ JULY 17 1997.

I. PLAN OF COMPLETE LIQUIDATION

The Corporation shall be dissolved and completely liquidated according to the following procedures:

1. The President and Director, Elisabet Nafilyan, will cause to be filed all necessary forms and documents with any state or federal agency required to be informed of the dissolution of the Corporation.
2. The Corporation shall be dissolved pursuant to Chapter 607, Florida Statutes, and Articles of Dissolution shall be duly executed and filed with the Secretary of State of the State of Florida.
3. Assets of the Corporation will be liquidated and applied towards the Corporation's existing liabilities after the Articles of Dissolution are filed with the Secretary of State of the State of Florida.

II. CANCELLATION OF THE SHARES

The authorized equity of the Corporation is 100 shares of common capital stock at a par value of \$10.00 per each share. At present, 100 such shares are issued, outstanding, fully paid and held of record by the Corporation's shareholders. Upon distribution of all the Corporation's assets, free of or subject to any unpaid liabilities, all of the remaining shares shall be redeemed and canceled.

III. AUTHORIZATION

The President and Director of the Corporation, Elisbet Nafilyan, is hereby empowered, authorized, and directed to carry out the provisions of this plan, and to adopt any further amendments thereto or to take such other actions that may be necessary or desirable to accomplish the dissolution and complete liquidation of the Corporation.

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OF ELLING, INC.

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ARTICLE I

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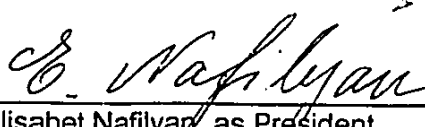
ARTICLE II

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Dated: 6/17/97



Elisabet Nafilyan, as President
of Elling, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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