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MARC P. OSSINSKY, P.A.
210 N. Wymore Road
Winter Park, Florida 32789
407/629-2484 Fax: 629-4429

TO: Secretary of State, Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

FROM: MARC P. OSSINSKY, ESQ.

RE: LIL' DAN'S, INC./Corporate
File No.: 587.001

400002384174--1
-12/29/97--01033-011
*****35.00 *****35.00

DATE: December 16, 1997

DOCUMENTS ENCLOSED: (1) Articles of Dissolution of Lil' Dan's, Inc.;
(2) Shareholders' Written Consent to Dissolution
of Lil' Dan's, Inc.;
(3) Check in the amount of \$35.00; and
(4) Return envelope.

The following enclosures are forwarded for action indicated by checkmark below.

<input checked="" type="checkbox"/>	Please file.	<input type="checkbox"/>	For your file.
<input type="checkbox"/>	Response due.	<input type="checkbox"/>	Other:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

COMMENTS: Please return a date stamped copy in the enclosed envelope. Should you have any questions or require additional information, please call me at (407)629-2484. Thank you for your time and attention.

MPO:tla
c: Client

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**FLORIDA
ARTICLES OF DISSOLUTION
OF
LIL' DAN'S, INC.**

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

ARTICLE ONE - Name of Corporation

The name of the Corporation is **LIL' DAN'S, INC.**

ARTICLE TWO - Authorization

The dissolution was authorized on the 9th day of December, 1997.

ARTICLE THREE - Shareholder Approval

The dissolution was approved by the shareholders. The number of votes cast in favor of the dissolution was 100%, which was sufficient for approval pursuant to law.

ARTICLE FOUR - Assets

All assets were distributed to the shareholders.

ARTICLE FIVE - Debts

At the time of the dissolution, no corporate debts were remaining.

DATED: this 9th day of December, 1997..

LIL' DAN'S, INC.

By:

Wilbur Martin
WILBUR MARTIN

President/Vice President

By:

Elizabeth M. Martin
ELIZABETH M. MARTIN

Secretary/Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME this day personally appeared WILBUR MARTIN as President of LIL'
DAN'S, INC. who states that the foregoing is true and correct and who is personally known to
me.

SWORN TO AND SUBSCRIBED before me this 9th day of December, 1997.

Tami L. Austin

Notary Public, State of Florida
My commission expires:

TAMI L. AUSTIN
Notary Public, State of Florida
My comm. expires May 15, 1998
No. CC 436389

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME this day personally appeared ELIZABETH MARTIN as Secretary of LIL'
DAN'S, INC. who states that the foregoing is true and correct and who is personally known to
me.

SWORN TO AND SUBSCRIBED before me this 9th day of December, 1997.

Tami L. Austin

Notary Public, State of Florida
My commission expires:

TAMI L. AUSTIN
Notary Public, State of Florida
My comm. expires May 15, 1998
No. CC 436389

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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**SHAREHOLDERS' WRITTEN CONSENT
TO DISSOLUTION OF
LIL' DAN'S, INC.**

1. The undersigned are the shareholders of **LIL' DAN'S, INC.**, a corporation organized under the laws of the State of Florida. We have determined that it would be in the best interests of the Corporation and its shareholder for the Corporation to be dissolved. Therefore, pursuant to Section 607.1402(6) of the Florida Statutes, we hereby consent to the dissolution of the Corporation.

2. The undersigned shareholders further agree that the officers and Directors of the Corporation are authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto.

3. The undersigned shareholders further agree that the officers and Directors of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of all of its known debts, the officers and Directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholders in cash or in kind, according to their respective rights and interests.

4. The undersigned shareholders further agree that the officers and Directors of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Corporation.

5. The undersigned shareholders further agree that, on completion of all liquidation procedures, the officers and Directors of the Corporation are authorized and directed to file all

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

documents required by law to complete the winding up of the affairs and the dissolution of the Corporation.

EXECUTED on this 9 of ^{December} ~~November~~, 1997 at Orlando, Florida.

Wilber R Martin
WILBER MARTIN, Shareholder

Elizabeth M Martin
ELIZABETH M. MARTIN, Shareholder