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

1. Premier Plumeria, Inc dss  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
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Certificate of Status

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98 AUG -5 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 checked="" type="checkbox"/>	Change of Registered Agent
<input checked="" 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

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DIVISION OF CORPORATION

**ARTICLES OF DISSOLUTION OF  
PREMIER PLUMERIA, INC.  
(A Florida Corporation)**

FILED  
98 AUG -5 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PREMIER PLUMERIA, INC.**, a Florida corporation (the "Corporation") hereby files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act. The Corporation was incorporated on July 18, 1994. The Corporation hereby certifies the following:

1. All of the directors and the sole shareholder of the Corporation authorized the dissolution of the Corporation on July 30, 1998 by unanimous written consent effective as of such date.

2. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the State of Florida Secretary of State.

**IN WITNESS WHEREOF**, these Articles of Dissolution have been executed as of this 30th day of July, 1998.

**PREMIER PLUMERIA, INC.**

By: \_\_\_\_\_

Lynn Chiodo, President

**PREMIER PLUMERIA, INC.**  
**(A Florida Corporation)**

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

**PREMIER PLUMERIA, INC.**, a Florida corporation (the "Corporation"), hereby adopts as of the 30th day of July 1998, the following Plan of Complete Liquidation and Dissolution (the "Plan"):

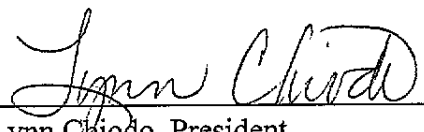
**SECTION ONE. EFFECTIVE DATE OF PLAN.** The Plan shall become effective as of July 30, 1998 (the "Effective Date").

**SECTION TWO. COLLECTION OF ASSETS.** Upon the Effective Date, the Corporation shall promptly proceed to collect its assets and, to the extent feasible, reduce them to cash.

**SECTION THREE. DISTRIBUTION OF ASSETS.** As soon as practicable after the Effective Date, but not later than July 30, 1999, the Corporation shall transfer all of its cash and other assets to its sole shareholder in exchange for the sole shareholder's assumption of all of the outstanding liabilities of the Corporation (in no event shall the amount of liabilities assumed by the sole shareholder exceed the amount of liabilities shown on the Corporation's Balance Sheet as of July 30, 1998).

**SECTION FOUR. AUTHORIZATION OF NECESSARY ACTIONS.** The directors and officers of the Corporation shall have the power to adopt all resolutions, to execute and file all documents, and to take all other actions they may deem necessary or appropriate for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business and assets under the Internal Revenue Code of 1986, as amended. However, nothing contained herein shall be construed to permit the directors or officers to take any action that would be inconsistent with the provisions of the Internal Revenue Code or the regulations thereunder.

**PREMIER PLUMERIA, INC.**

By:   
Lynn Chiodo, President