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FILED



THE UNITED STATES  
CORPORATION  
COMPANY

00 SEP 25 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 841332 81605A

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 43.75

ORDER DATE : September 25, 2000

ORDER TIME : 11:0 AM

ORDER NO. : 841332-010

100003402621--0

CUSTOMER NO: 81605A

CUSTOMER: Ms. Sheila Mccaffrey  
Gold & Resnick, P.a.  
704 West Bay Street

Tampa, FL 33606

DOMESTIC FILINGS

NAME: OZONA BEACH GRILL, INC.

RECEIVED  
00 SEP 25 PM 12:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

G. COULLETTE SEP 25 2000

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF DISSOLUTION**  
**OF**  
**OZONA BEACH GRILL, INC.**

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

**FIRST:** The name of the Corporation is **Ozona Beach Grill, Inc.**

**SECOND:** The dissolution was authorized on September 21, 2000.

**THIRD:** The dissolution was approved by all the shareholders pursuant to a Shareholders' Written Consent to Dissolution. The number of votes cast in favor of the dissolution was two (2), constituting all shareholders, which was sufficient for approval pursuant to law.

**FOURTH:** These articles of dissolution will take effect when filed with the Department of State.

Dated: September 21, 2000.

**OZONA BEACH GRILL, INC.**

By: Laurel Flowers  
Laurel Flowers  
Its: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SHAREHOLDERS' WRITTEN CONSENT TO  
DISSOLUTION OF  
OZONA BEACH GRILL, INC.**

1. The undersigned are all of the shareholders of **OZONA BEACH GRILL, 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 shareholders 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 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 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 the assets and making suitable provision for the payment 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.

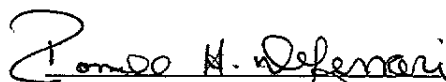
4. The shareholders further agree that the Officers and Directors of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation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

5. The shareholders further agree that, on completion of all liquidation procedures, the Officers and Directors of the Corporation are authorized and directed to file all documents required by law to complete the winding up of the affairs and the dissolution of the Corporation.

**EXECUTED** on September 21, 2000, at Ozona, Florida.

  
\_\_\_\_\_  
LAUREL FLOWERS

Laurel Flowers  
\_\_\_\_\_  
Print Name

  
\_\_\_\_\_  
RONALD H. DEFERRARI

Ronald H. Deferrari  
\_\_\_\_\_  
Print Name

**DIRECTORS' RESOLUTION AUTHORIZING  
LIQUIDATION AND DISTRIBUTION**

**WHEREAS**, the shareholders of **OZONA BEACH GRILL, INC.** adopted a resolution to dissolve the Corporation and authorized the Directors to dissolve and liquidate the Corporation;

**WHEREAS**, the Corporation was dissolved pursuant to this resolution on September \_\_\_\_, 2000.

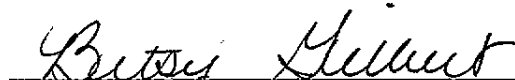
**RESOLVED**, that this Board authorizes and directs the President and Secretary of the Corporation to take all actions necessary to wind up and liquidate the business and affairs of the Corporation, including the leasing, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident to the winding up and liquidation of the Corporation, including any reports, tax returns, certificates, and affidavits required by any federal, state, or local government, including the Internal Revenue Service, in connection with or by reason of the Corporation's liquidation.

**RESOLVED FURTHER**, that the President and Secretary 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, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, the President and Secretary 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.

**EXECUTED** on September 21, 2000, at Ozona, Florida.

  
\_\_\_\_\_  
LAUREL FLOWERS

Laurel Flowers  
\_\_\_\_\_  
Print Name

  
\_\_\_\_\_  
BETSY GILBERT

Betsy Gilbert  
\_\_\_\_\_  
Print Name