

P9500000 2664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

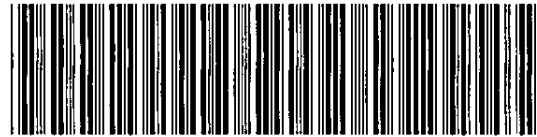
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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05/01/08--01009--013 \*\*52.50

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2008 MAY -1 AM 10:27  
NOT RETURNED  
TO AGENCY OF FILING  
SUFFICIENCY OF FILING

FILED  
2008 MAY -1 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*5/1/08*

Sonotate Research  
Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

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

1. Gallwey Gillman Curtis +  
(Corporation Name) (Document #)

2. Vento, PIA  
(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**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

FILED

ARTICLES OF DISSOLUTION  
OF  
GALLWEY GILLMAN CURTIS & VENTO, P.A.

2008 MAY -1 PM 3: 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is GALLWEY GILLMAN CURTIS & VENTO, P.A.

2. GALLWEY GILLMAN CURTIS & VENTO, P.A. elected to dissolve pursuant to the Written Consent of its Shareholders and Board of Directors, which Written Consent was effective as of April 30 2008. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 30 day of April, 2008.

GALLWEY GILLMAN CURTIS & VENTO, P.A.

By: Karen H. Curtis  
Karen H. Curtis, President

**UNANIMOUS WRITTEN CONSENT  
OF THE  
SHAREHOLDERS AND  
ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS  
OF  
GALLWEY GILLMAN CURTIS & VENTO, P.A.**

The undersigned, being the Shareholders and all of the members of the Board of Directors of GALLWEY GILLMAN CURTIS & VENTO, P.A., a Florida corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the members of the Board of Directors of this Corporation deem it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the members of the Board of Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of this Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to them by the members of the Board of Directors of this Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers of the Corporation shall: (i) wind up the affairs of the Corporation; (ii) pay or provide for the payment of the Corporation's liabilities; (iii) establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and (iv) distribute to the Shareholders in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Unanimous Written Consent, within thirty (30) days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

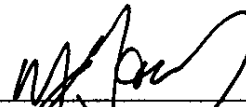
FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolution.

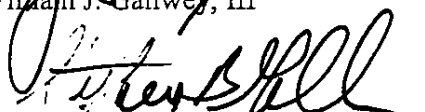
Other Actions

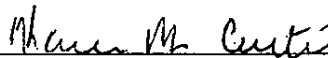
RESOLVED, that any other actions taken by the members of the Board of Directors and officers of this Corporation since the execution of the last written consent of its Shareholders and Board of Directors be, and they hereby are, ratified, confirmed and approved.


Effective Date: April 30, 2008

**SHAREHOLDERS:**

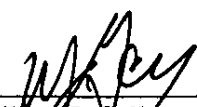
  
\_\_\_\_\_  
William J. Gallwey, III

  
\_\_\_\_\_  
Stephen B. Gillman

  
\_\_\_\_\_  
Karen H. Curtis

  
\_\_\_\_\_  
M. Therese Vento

**DIRECTORS:**

  
\_\_\_\_\_  
William J. Gallwey, III

  
\_\_\_\_\_  
Stephen B. Gillman

  
\_\_\_\_\_  
Karen H. Curtis

  
\_\_\_\_\_  
M. Therese Vento