

Division of Corporations

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p95000004149

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## DISSOLUTION OR WITHDRAWAL

GEAR MAN, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION  
OF  
GEAR MAN, INC.**

FILED  
06 JAN 20 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1402(6) of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is Gear Man, Inc.
2. The date of issuance of its certificate of incorporation is January 13, 1995 and the Corporation was assigned document number P95000004149.
3. 50 of the corporation's shares have been issued.
4. The names and respective addresses of the officers of the corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
James D. West	President	1511 Hermitage Lane Cape Coral, FL 33914
Viola M. West	Vice President	1511 Hermitage Lane Cape Coral, FL 33914
Lynn West	Secretary/Treasurer	502 Trillium Lane Hudson, WI 54016

5. The name and address of the directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James D. West	1511 Hermitage Lane Cape Coral, FL 33914
Viola M. West	Vice President 1511 Hermitage Lane Cape Coral, FL 33914

6. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests (or no property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation).

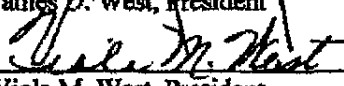
8. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

9. A copy of the shareholders' and directors' written consent of dissolution is attached.

DATED this 20<sup>th</sup> day of January, 2006.

SHAREHOLDERS:

  
James D. West, President

  
Viola M. West, President

**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING  
OF THE SHAREHOLDERS AND DIRECTORS OF  
GEAR MAN, INC.**

THE UNDERSIGNED, being the Shareholders of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Shareholders pursuant to Florida Statute § 607.0704:

RESOLVED, that the corporation be dissolved pursuant to Florida Statute §607.1402(6) (2003).

RESOLVED, that in accordance with such plan of dissolution, the officers for the corporation be and hereby are authorized and directed to:

1. Transfer all of the assets of the corporation to the shareholders of the corporation,
2. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
3. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida,
4. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
5. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: 01/20/06

SHAREHOLDERS:

  
James D. West

  
Viola M. West