

P95000027086

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

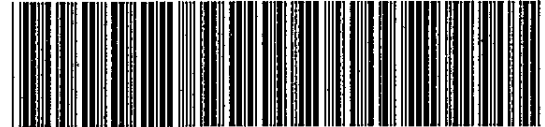
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900037051359

*less with
notice*

06/01/04--01009--008 **52.50

FILED
04 MAY 28 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of StarCapital USA, Inc.

DOCUMENT NUMBER: P95000027086

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robin Zenga

(Name of Person)

StarCapital USA, Inc.

(Name of Firm/Company)

3380 Fairlane Farms Road, Suite 12

(Address)

Wellington, FL 33414

(City/State/and Zip Code)

For further information concerning this matter, please call:

Tom Keys

(Name of Person)

at (561) 795-9200

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Department of State:

StarCapital USA, Inc.

SECOND: The document number of the corporation (if known): P95000027086

THIRD: The date dissolution was authorized: May 3, 2004

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

- ☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- ☐ Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this _____ day of _____,

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Terri L. Johns-McGalliard

(Typed or printed name of person signing)

Director

(Title of person signing)

Filing Fee: \$35

FILED
04 MAY 28 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: StarCapital USA, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Robin Zenga

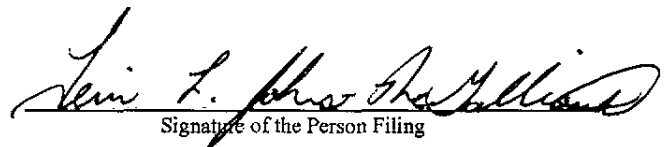
2357 Sunderland Avenue

Wellington, FL 33414

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Terri L. Johns-McGalliard

Printed Name of the Person Filing



Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

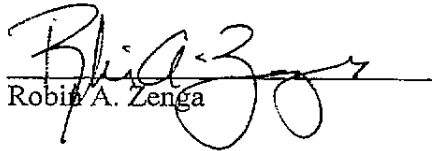
STARCAPITAL USA, INC.

**WRITTEN CONSENT OF SOLE STOCKHOLDER
IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole stockholder of StarCapital USA, Inc., a Florida corporation (the "Corporation"), pursuant to the provisions of the Florida General Corporation Act, consent to the adoption of the following resolutions in lieu of holding a special meeting of the stockholders of the Corporation:

RESOLVED: That the plan of complete liquidation and dissolution recommended by the board of directors of the Corporation in the form submitted to the sole stockholder is approved and adopted.

Executed on the date set forth beside the sole stockholder's signature.


Robin A. Zenga

05/03/04
Date

STARCAPITAL USA, INC.

**WRITTEN CONSENT OF BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the directors of StarCapital USA, Inc., a Florida corporation (the "Corporation"), pursuant to the provisions of the Florida General Corporation Act, consent to the adoption of the following resolutions in lieu of holding a special meeting of the board of directors of the Corporation:

RESOLVED: That the board of directors of this Corporation declares that liquidation and dissolution of the Corporation is advisable; and it is

FURTHER RESOLVED: That, subject to the approval of the sole stockholder of the Corporation, and effective as of the date of that approval, the following plan of complete liquidation and dissolution of the Corporation (the "Plan") is adopted:

PLAN OF LIQUIDATION AND DISSOLUTION

(a) Within thirty (30) days after the date of approval of the Plan by the sole stockholder of the Corporation, the proper officers of the Corporation shall (i) file Form 966 with the Internal Revenue Service, together with certified copies of the directors' and stockholder's resolutions advising and approving the Plan; and (ii) mail notice to all known creditors of the Corporation, at their respective addresses shown on the records of the Corporation, that dissolution of the Corporation has been approved.

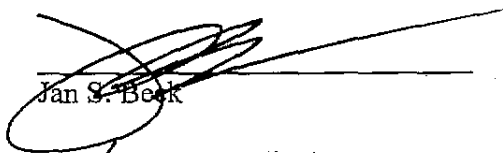
(b) As soon as practicable, the proper officers of the Corporation shall perform such acts, execute and deliver such documents, and do all things as may be reasonably necessary or advisable to complete the Plan, including, but not limited to, the following: (i) sell or exchange any and all remaining property of the Corporation at public or private sale; (ii) prosecute, settle or compromise all claims or actions of the Corporation or to which the Corporation is subject; (iii) declare and pay to or for the account of the stockholder of the Corporation, at any one or more times as they may determine, liquidating distributions in cash, kind or both pursuant to Section 331 of the Internal Revenue Code of 1986, as amended; (iv) execute for or on behalf of the Corporation, in its corporate name and under its corporate seal, those contracts

of sale, deeds, assignments, notices and other documents as may be necessary, desirable or convenient in connection with the carrying out of the Plan; (v) execute for or on behalf of the Corporation, in its corporate name and under its corporate seal, any forms and documents as are required by the State of Florida and the United States government, including tax returns; and (vi) pay all costs, fees and expenses, taxes and other liabilities incurred by the Corporation or its officers in carrying out the Plan.

FURTHER RESOLVED: That, subject to the approval by the sole stockholder of the Plan, the proper officers of the Corporation are authorized and directed to carry out the completion of the Plan in the manner set forth in these resolutions, and to take any other action and execute any other documents as may be necessary for, or incidental to the implementation and consummation of the Plan; and it is

FURTHER RESOLVED: That the Plan be submitted to the sole stockholder of the Corporation for her consideration and approval.

Executed on the dates set forth beside the respective directors' signatures.


Jan S. Beck

5/3/04
Date


Terri L. Johns-McGalliard

5/3/04
Date