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April 7, 1998

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Dissolution - Jacoby, Inc.

600002485326--3
-04/10/98--01090--004
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed herewith please find the following documents for filing:

1. Original Articles of Dissolution;
2. Copy of the Written Consent in Lieu of Meeting; and,
3. Check in the amount of \$87.50 (filing fee and certified copy of dissolution).

If you should have any questions regarding this filing, please feel free to contact our office.

Sincerely,



Susan B. Romano
Legal Assistant

:sbr

Enclosure

cc: Jacoby, Inc.
Ernest C. Jacoby, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 AM 9:46

Diss.
4-15-98
cc

ARTICLES OF DISSOLUTION
OF
JACOBY, INC.

PURSUANT to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is JACOBY, INC., which was duly incorporated on June 28, 1995, by the State of Florida.

SECOND: The address of the principal office of the corporation is One Gail Road, Sebastian, FL 32958.

THIRD: The name and post office address of each of the directors of the Corporation are as follows:

ERNEST C. JACOBY
JOY L. JACOBY
One Gail Road
Sebastian, FL 32958

FOURTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the stockholders of the corporation.

FIFTH: One hundred percent (100%) of the shares entitled to vote for dissolution approved dissolution by Written Consent of the shareholders dated December 31, 1997, said percentage being sufficient for approval of dissolution.

The undersigned President and Secretary certify under the penalties of perjury that to the best of knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 12 day of ~~January~~ ^{MARCH}, 1998.

JACOBY, INC.

By: 
ERNEST C. JACOBY, President

Attest:


Secretary

(SEAL)

98 APR 10 AM 9:46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WRITTEN CONSENT IN LIEU OF MEETING OF THE
SHAREHOLDERS OF
JACOBY, INC.
PURSUANT TO FLORIDA BUSINESS CORPORATION ACT

THE UNDERSIGNED, being a unanimous vote of the shareholders of the only class of stock of JACOBY, INC., a Florida corporation, hereby take the following actions by Written Consent in Lieu of a Meeting as authorized by Sections 607.0704 and 607.1402, as follows:

RESOLVED, that the Shareholders and Directors determine that it is advisable and beneficial for the Corporation to be dissolved and that the Shareholders consent to the dissolution and complete liquidation according to law; effective December 31, 1997.

FURTHER RESOLVED, that in accordance with such plan of dissolution, the officers, directors and the accountant for the Corporation are hereby authorized and directed to take any and all actions necessary to effectuate the dissolution of the Corporation, include, but not limited to, the following:

1. File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Atlanta, Georgia, together with a copy of the certified resolutions;
2. Transfer all of the assets of the Corporation, pursuant to Internal Revenue Code Section 331 and Section 332, to ERNEST C. JACOBY, owner and holder of 100% of JACOBY, INC. stock;
3. Distribute all the assets in complete liquidation to the shareholders, subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
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.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand on the 12-day
of January, 1998.
MARCH

JACOBY, INC.

By: 
ERNEST C. JACOBY, President