

P95000081354

(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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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 JAN - 8 PM 4:42

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 JAN - 8 PM 5:00

FILED

*AKR*  
*1/9/08*



UCC FILING & SEARCH SERVICES, INC.  
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 Tallahassee, Florida 32309  
 (850) 681-6528

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January 8, 2008

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Rapor, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

*File 2nd*

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF DISSOLUTION

FILED

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

2008 JAN -8 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Rapor, Inc.

SECOND: The document number of the corporation (if known): P95000081356

THIRD: The date dissolution was authorized: January 2 2008

Effective date of dissolution if applicable: Not 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.

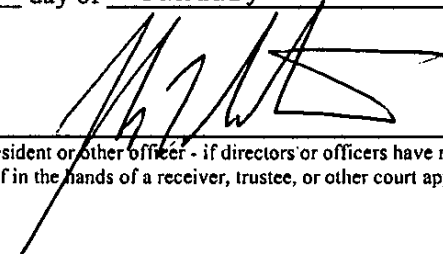
*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

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

N/A

(voting group)

Signed this 2<sup>nd</sup> day of January, 2008

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)

Joseph Restivo

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

Filing Fee: \$35

**WRITTEN CONSENT OF SOLE SHAREHOLDER**

**OF**

**RAPOR, INC.**

**TO**

**ACTION IN LIEU OF MEETING**

The undersigned, being the sole shareholder of **RAPOR, INC.**, a Florida corporation (the "Corporation"), acting in lieu of meeting pursuant to Section 607.0704 of the Florida Business Corporation Act, does hereby consent to and adopt, as the actions of the Sole Shareholder of the Corporation, the following resolutions:

**RESOLVED**, that the Corporation be dissolved and wound up in accordance with the provisions of the Florida Business Corporation Act; and further

**RESOLVED**, that the officers of the Corporation be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and file the Certificate of Dissolution, substantially in the form attached hereto as Exhibit A (the "Certificate of Dissolution"), together with such changes in and to the Certificate of Dissolution as may hereafter be approved by and at the discretion of any of such officers, such approval to be conclusively evidenced by their signature on such instrument, with the Florida Department of State, Division of Corporations to effectuate the dissolution; and it is further

**RESOLVED**, that, at any time prior to the filing of the Certificate of Dissolution, notwithstanding authorization of the dissolution and filing of the Certificate of Dissolution by the sole shareholder of the Corporation, the Board of Directors may abandon the dissolution without further action by the sole shareholder if, in its judgment and discretion, the Board of Directors determines that the dissolution is not advisable and in the best interest of the Corporation; and it is further

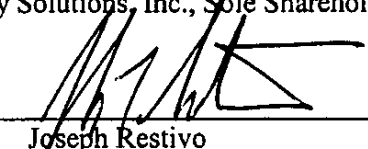
**RESOLVED**, that the appropriate officers of the Corporation be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, to prepare, execute and file all forms and documents required by the State of Florida and the federal government, including franchise and other tax returns, and to pay any and all franchise or other taxes due from the Corporation, and to take such other actions as may be necessary or appropriate to effectuate the

purposes of the foregoing resolutions including, without limitation, the complete winding up of the affairs of the Corporation; and it is further

**RESOLVED**, that the officers of the Corporation be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, and under its corporate seal, if desired, attested by an appropriate officer, to execute, make oath to, acknowledge and deliver any and all additional documents, agreements, certificates and other instruments, and to take any and all other action as they, or any one of them, deem necessary or advisable in order to effectuate the transactions contemplated by the foregoing resolutions.

**IN WITNESS WHEREOF**, the undersigned has executed this Written Consent as of the 2<sup>ND</sup> day of January, 2008.

GVI Security Solutions, Inc., Sole Shareholder

By:   
Name: Joseph Restivo  
Title: Chief Operating Officer and Chief  
Financial Officer