

P95000095447

LaBret, P. A.
Steven Michael LaBret, P. A.

LL M IN TAXATION
ALSO ADMITTED IN LOUISIANA
AND MICHIGAN BARS

May 2, 1997

226 HILLCREST STREET
ORLANDO, FLORIDA 32801-1243
(407) 422-5000

FAX NO
(407) 425-7718

FILED
MAY -6 PM 2:15
CLERK OF COURT
JUDICIAL CIRCUIT IN FLORIDA

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Creative Marine Systems, Inc.
Our File No.: 19-M-0022

600002167766--5
-05/06/97--01095--002
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the following:

1. Filing Fee of \$35.00;
2. Articles of Dissolution (original(s)); and
3. Corporate Resolution (copy).

Please send proof of filing to the undersigned in the self-addressed stamped envelope.

Sincerely,


STEVEN M. LABRET

SML/ao
Encls.

cc: Mr. A. Joseph McCloskey (w/encls.)

Vol 125

Y8 MAY 14 1997

ARTICLES OF DISSOLUTION OF
CREATIVE MARINE SYSTEMS, INC.
(FS §§607.1403)

FILED
97 MAY -6 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is CREATIVE MARINE SYSTEMS, INC. (the "Corporation").

2. The names and respective addresses of its officers are:

A. Joseph McCloskey
2880 Mellonville Avenue
Sanford, Florida 32771

3. The names and respective addresses of its directors are:

A. Joseph McCloskey
2880 Mellonville Avenue,
Sanford, Florida 32771

4. All debts obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interest.

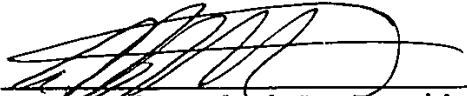
6. There are no actions pending against the Corporation in any court.

<The remainder of this page was intentionally left blank>

7. An executed (or conformed) copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the Corporation.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the Corporation on the 28 day of APRIL, 1997.

Dated: APRIL 28, 1997.


A. Joseph McCloskey, President



A. Joseph McCloskey, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of April, 1997, by A. Joseph McCloskey, as president and secretary of Creative Marine Systems, Inc., who:

☒ is (or are) personally known to me, or
☐ has produced _____ as identification and who
did (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

 Notary Public
My Commission Expires 3/17/00
Bonded By Service Ins
No. CC540676
☒ Personally Known ☐ Other I.D.


NOTARY PUBLIC
My Commission Expires:

**ACTION BY CONSENT IN LIEU OF A SPECIAL JOINT MEETING OF
SHAREHOLDER(S) AND DIRECTOR(S) OF
CREATIVE MARINE SYSTEMS, INC.**

The undersigned, being all of the Shareholders and Directors of the above-named corporation (herein called the "Corporation"), hereby takes the following actions in lieu of a special meeting pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes.

1. That in the judgment of the Board of Directors and the Shareholders of the Corporation it is deemed devisable and for the benefit of the Corporation that it be liquidated and dissolved.

2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with Section 331 of the Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Section 607.1402 and 607.1403 of the Florida Statutes, and that the officers of the Corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this Corporation with the Secretary of State of the State of Florida.

4. That the officers of the Corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

5. That the officers of the Corporation, i.e., the President and Secretary, are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

6. That after effecting such sales and providing for the proper debts of the Corporation, that any remaining assets of the Corporation be distributed to the Stockholders of the Corporation as soon as possible, but in no event later than the termination of a twelve (12) month period, commencing on the date of these resolutions.

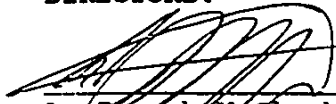
7. That the officers of the Corporation are hereby authorized and directed to pay all such fees and taxes, and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the Corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue in Chamblee, Georgia, together with a certified copy of these resolutions.

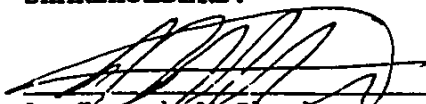
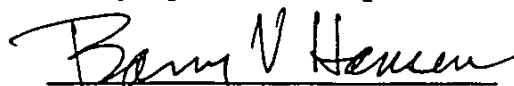
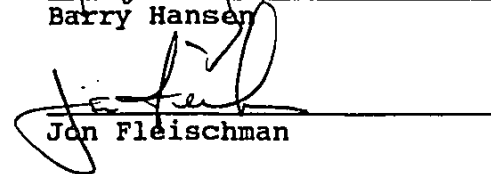
9. That the Officers of this Corporation are authorized and directed to take such actions as are necessary to reflect the foregoing resolution(s).

DATED this 28 day of April, 1997.

DIRECTORS:


A. Joseph McCloskey

SHAREHOLDERS:


A. Joseph McCloskey

Barry Hansen

Jon Fleischman