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REAL PROPERTY  
BUSINESS LAW

September 12, 2000

Florida Department of State  
Division of Corporations  
Post Office Box 6367  
Tallahassee, Florida 32314

700003395877--1  
-09/18/00--01065--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Dissolution - John S. Huebner, P.A.

Dear Sir or Madam:

Enclosed please find our firm's check number 8826 in the amount of \$35.00, representing the required fee for dissolving the above-referenced corporation which was formed in May 20, 1996.

Should you have any questions or concerns, or require any further information concerning the foregoing, please do not hesitate to contact me. Thank you.

Very truly yours,

  
Kenneth L. Schlitt

KLS/law  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 18 PM 2:28

*Dissolution*  
*LKS 9-21-2000*

ARTICLES OF DISSOLUTION

OF

JOHN S. HUEBNER, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP 18 PM 2:28

The undersigned, being the duly elected President and Secretary of John S. Huebner, P.A. (the "Corporation"), for the purpose of dissolving the Corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Dissolution, and do hereby agree and certify as follows:

1. That the name of the Corporation is John S. Huebner, P.A..
2. That the voluntary dissolution of the Corporation was authorized by the Written Action and Consent of the Shareholders of the Corporation.
3. That the number of common stock Shareholders executing the foregoing Written Action and Consent was sufficient for approval of the action.
4. That a photocopy of the Written Action and Consent of the Shareholders to Voluntarily Dissolve the Corporation is attached hereto as Exhibit "A" and made a part hereof.

DATED this 12<sup>th</sup> day of September, 2000.

JOHN S. HUEBNER, P.A.

By: 

John S. Huebner

As its President

ATTEST:

By: 

John S. Huebner

As its Secretary

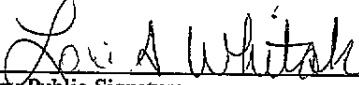
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, John S. Huebner personally appeared before me, as President and Secretary of John S. Huebner, P.A., a Florida corporation, and executed or acknowledged his previous execution of this instrument. I HEREBY FURTHER CERTIFY, that John S. Huebner, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: \_\_\_\_\_

12<sup>th</sup> day of September, 2000.

WITNESS my hand and official seal in the State and County aforesaid this

  
Notary Public Signature

(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



Lori A. Whitaker  
My Commission CC622403  
Expires February 17, 2001

**WRITTEN ACTION AND CONSENT OF  
THE SHAREHOLDERS OF  
JOHN S. HUEBNER, P.A.  
TO VOLUNTARILY DISSOLVE THE CORPORATION**

**THE UNDERSIGNED**, being and constituting all of the Shareholders of John S. Huebner, P.A. (the "Corporation"), pursuant to Sections 607.0704 and 607.1402, Florida Statutes, do hereby consent to the voluntary dissolution of the Corporation in lieu of holding a meeting of the Shareholders regarding the same:

1. That all of the Shareholders of the Corporation do hereby authorize and consent to the voluntary dissolution of the Corporation pursuant to the provisions of the Florida Business Corporation Act in accordance with the Plan of Dissolution attached hereto as Exhibit "A".

2. That the officers of this Corporation and each and all of them are hereby authorized, empowered and directed to execute and deliver for filing with the Florida Department of State the Articles of Dissolution of the Corporation and any and all other documents which such officers in their sole discretion shall deem necessary and which may be requested or required by the Florida Department of State in connection with said voluntary dissolution.

**IN WITNESS WHEREOF**, the undersigned Shareholders have executed this Written Action and Consent to Dissolve the Corporation to be executed as of the date set forth adjacent to their signatures below.

**SHAREHOLDERS**



\_\_\_\_\_  
John S. Huebner, Shareholder

Date Executed: \_\_\_\_\_

9/12/00

EXHIBIT "A" - PLAN OF DISSOLUTION

**PLAN OF DISSOLUTION**

**OF**

**JOHN S. HUEBNER, P.A.**

**THIS PLAN OF DISSOLUTION** is made by the John S. Huebner, P.A. (the "Corporation").

1. Approval of Plan. This plan shall become effective on approval by the shareholders of the Corporation, either by unanimous written consent, in compliance with Sections 607.0704 and 607.1402(6) of the Florida Business Corporation Act or by affirmative vote of the holders of at least a majority of the outstanding shares of the Corporation, in compliance with Section 607.1402(5) of the Florida Business Corporation Act.

**EXHIBIT**

2. Collection of Assets and Payment of Obligations. After approval and adoption of the plan by the shareholders, the Corporation shall proceed to collect its assets and sell, exchange, convey, or otherwise dispose of or reduce to cash all of its assets, except such assets as may be distributed in kind to the shareholders in pro rata distributions, and to pay, satisfy, and discharge or make provision for payment, satisfaction, and discharge of its liabilities and obligations including unascertained or contingent liabilities and obligations. Such sale, exchange, conveyance, or other disposition of the assets of the Corporation shall be completed as quickly as possible after the approval and adoption of the plan by the shareholders, and in any event by September 12, 2000.

3. Distribution of Assets. As soon as practicable, and in any event by September 12, 2000, the Corporation shall:

- (a) make one or more pro rata distributions to shareholders, in cash or in kind, of assets of the Corporation legally available for distribution as liquidating dividends;
- (b) withdraw from the jurisdictions in which it is legally qualified to do business; and
- (c) dissolve and file formal Articles of Dissolution in compliance with the provisions of the Florida Business Corporation Act.

4. Distribution of All Assets by September 12, 2000; Contingent Liabilities. By September 12, 2000, the Corporation shall distribute all of its assets other than such assets as are retained to pay claims, including unascertained or contingent liabilities or expenses, in complete cancellation and redemption of all outstanding stock of the Corporation. Any reserve retained to meet claims shall be specifically set aside for such purpose and shall be reasonable in relation to the items involved. Any balance remaining in such reserve after the payment of such claims shall be distributed pro rata to the shareholders of the Corporation.

5. Authorization of Necessary Actions. The directors and officers of the Corporation shall have the power to adopt all resolutions, to execute and file all documents and to take all other action they may deem necessary or appropriate for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business and assets.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, this Plan of Dissolution has been executed this 12<sup>th</sup> day of September,  
2000.

JOHN S. HUEBNER, P.A.

By: 

John S. Huebner

As its President

ATTEST:

By: 

John S. Huebner

As its Secretary (Corporate Seal)