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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*all American Locators,  
Inc.*

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-05/01/98--01034--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
98 MAY -1 AM 10:14  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: *Cher* *5-1* *951*  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
☒ Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
☒ Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_ *Diss.*  
Driving Record \_\_\_\_\_ *5-1-98*  
UCC 1 or 3 File \_\_\_\_\_ *CC*  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -1 PM 12:35

CERTIFICATE OF OFFICERS, DIRECTORS AND SHAREHOLDERS  
WITH RESPECT TO VOLUNTARY DISSOLUTION OF  
ALL AMERICAN LOCATORS, INC.

I, JACK RAMSDEN, as President, Secretary and sole Director of ALL AMERICAN LOCATORS, INC., a Florida corporation, (hereinafter the "corporation") do hereby certify as follows:

FIRST: That at a joint meeting of the officers of the corporation, the Board of Directors of the corporation and the Shareholders of the corporation held January 2, 1998, a Resolution was adopted whereby a Plan of Complete Liquidation and Dissolution was adopted. A copy of said Resolution along with Waiver of Notice is attached hereto.

SECOND: That the Resolution was duly adopted by the holders of 100% of the outstanding stock of the corporation and all of the shareholders of record did give their consent to the dissolution. A copy of said consent is attached hereto.

THIRD: The following is a list of all of the officers and directors of the corporation, together with their addresses:

Officers

President/Vice President/Secretary/Treasurer

Jack Ramsden  
9350 S. Dixie Highway, PH-2  
Miami, FL. 33156

Director

Jack Ramsden  
9350 S. Dixie Highway, PH-2  
Miami, FL. 33156

FOURTH: All debts, obligations and liabilities of the corporation have been paid or discharged.

FIFTH: All remaining property and assets of the corporation have been distributed among its Shareholders and/or no property remains for distribution.

SIXTH: No actions are pending against the corporation in any court.

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IN WITNESS WHEREOF, I have set my hand and seal and caused the corporate seal of the corporation to be affixed this 29<sup>th</sup> day of April, 1998.

ALL AMERICAN LOCATORS, INC.

By: [Signature]  
Jack Ramsden, President

Attest: [Signature]  
Jack Ramsden, Secretary

(CORPORATE SEAL)

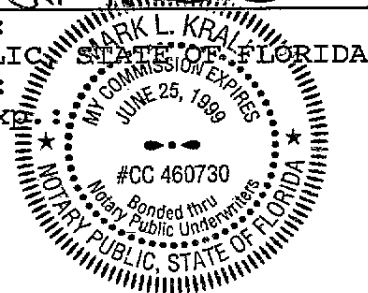
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority duly authorized in the County and State aforesaid to take acknowledgments, personally appeared JACK RAMSDEN, as President, Secretary and sole Director of ALL AMERICAN LOCATORS, INC., a Florida corporation, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the foregoing instrument on behalf of said corporation for the purposes therein expressed and who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.

WITNESS my hand and official seal this 29<sup>th</sup> day of April, 1998.

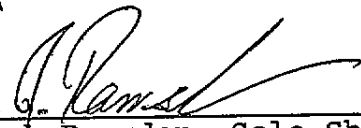
[Signature]  
Print Name: MARK L. KRAI  
NOTARY PUBLIC, STATE OF FLORIDA  
Serial No.:  
My Comm. Exp. JUNE 25, 1999



**WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF  
OFFICERS, DIRECTORS AND SHAREHOLDERS OF  
ALL AMERICAN LOCATORS, INC.**

We, the undersigned, being all of the officers, directors and shareholders of ALL AMERICAN LOCATORS, INC., a Florida corporation, do hereby waive all notice of a Joint Special Meeting of officers, directors and shareholders of said corporation, and do hereby agree and consent that the 2nd day of January, 1998, at 10:00 a.m. in the forenoon, be and the same is hereby fixed as the time for holding the same; and that the purpose of said meeting be the adoption of a plan for the complete liquidation of the corporation, and for a distribution of all the assets of such corporation in complete liquidation, and for the transaction of such other business as may lawfully come before said meeting.

DATED this 29<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
Jack Ramsden, Sole Shareholder

**JOINT RESOLUTION OF OFFICERS, BOARD OF DIRECTORS  
AND SHAREHOLDERS TO LIQUIDATE CORPORATION  
PURSUANT TO PLAN OF LIQUIDATION**

A joint special meeting of the officers, directors and shareholders of ALL AMERICAN LOCATORS, INC., a Florida corporation, was held on January 2, 1998.

Jack Ramsden, President and Secretary of the corporation, presided and acted as chairman and secretary.

The secretary presented the following waiver of notice of the meeting.

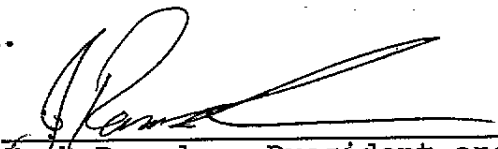
The chairman presented a plan of liquidation and dissolution of the corporation. After discussion, the following resolution was unanimously adopted by the directors and the shareholders.

**RESOLVED**, that the corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution:

1. The officers are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the shareholders in proportion to the number of shares owned by them in cancellation of their shares.

2. As soon as practicable, the officers shall take all appropriate and necessary action to dissolve the corporation under Florida law.


The meeting was then adjourned.

  
\_\_\_\_\_  
Jack Ramsden, President and  
Secretary, All American  
Locators, Inc.

**CONSENT OF SHAREHOLDERS OF  
ALL AMERICAN LOCATORS, INC.**

The undersigned, being the sole shareholders of ALL AMERICAN LOCATORS, INC., a Florida corporation, consents to the dissolution of the corporation in accordance with a Resolution and agreement adopted by the Board of Directors at its meeting held on the 2nd day of January, 1998.

DATED this 29<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
Jack Ramsden