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THE GAINSBOROUGH GROUP, INC.
Charles H. Edwards, Pres.
CBC057115 BROKER
3120 Florene Drive
ORLANDO, FL 32806

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., 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 Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

1-12-99

ARTICLES OF DISSOLUTION OF DIVISION NINE SYSTEMS, INC.
PURSUANT TO SECTION 607.267 OF THE
FLORIDA GENERAL CORPORATION ACT

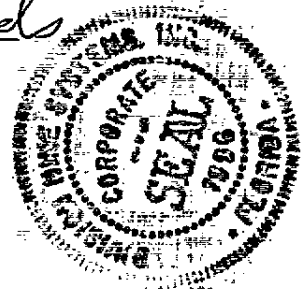
Pursuant to the provision of Section 607.267 of the Florida General Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Division Nine Systems, Inc.
2. The name and respective address of the Officers of the Corporation are as follows: Charles H. Edwards, (President, Secretary, and Treasurer) 3120 Florene Drive, Orlando, Florida 32806.
3. The name and respective address of the Director of the Corporation are as follows: Charles H. Edwards, 3120 Florene Drive, Orlando, Florida 32806.
4. All debts, obligations and liabilities of the Corporation have been paid or discharged.
5. All of the property and assets of the Corporation remaining after the payment of all debts, obligations and liabilities of the Corporation, have been distributed among its Stockholders in accordance with their respective rights and interests.
6. There are not actions pending against the Corporation in any court.
7. The Dissolution of the Corporation was authorized at a meeting of the Directors of the Corporation held on the 29th day of December, 1998, a certified copy of the Resolution to Dissolve being attached hereto, made a part hereof and marked Exhibit "A". The Resolution to Dissolve was adopted by the Stockholders of the Corporation on December 29th, 1998.

Dated: 12/29/98

Division Nine Systems, Inc.

Charles H. Edwards
Charles H. Edwards, President.



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TALLAHASSEE, FLORIDA

EXHIBIT "A"

CERTIFIED COPY OF RESOLUTION OF
DIVISION NINE SYSTEMS, INC.

I HEREBY CERTIFY that the following Resolution was unanimously adopted at a Special Meeting of the Directors of Division Nine Systems, Inc., a Florida Corporation, held on December 29th, 1998, and that said Resolution was adopted by the Stockholders of Division Nine Systems, Inc., on December 29, 1998.

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved;

RESOLVED, that subject to the approval of the Stockholders of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to F. S. 607.267 with the Secretary of State of the State of Florida;

RESOLVED, that after providing for all proper debts of the Corporation, that all assets of the Corporation be distributed to the Stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions provided for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than one (1) year commencing with the date of Stockholder approval of this plan of complete liquidation; and

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



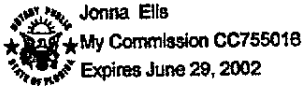
Division Nine Systems, Inc.

Charles H. Edwards
Charles H. Edwards, President

STATE OF FLORIDA
COUNTY OF ORANGE

Before me the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared Charles H. Edwards, President of Division Nine Systems, Inc., a Florida Corporation who is personally know to me or has produced identification: _____ and executed the foregoing for the purpose therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 29th day of December, 1998.



J. Ellis Jonna Ellis
Notary Public

My Commission expires: June 29, 2002