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Requester's Name

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 DEC -4 PM 2:48

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

ARTICLES OF DISSOLUTION
OF
USA WHOLESALE AGENT SERVICES, INC.

ARTICLE I: NAME

The name of the corporation is USA WHOLESALE AGENT SERVICES, INC.

ARTICLE II: OFFICERS

The officers of this corporation and their addresses are:

<u>Name</u>	<u>Address</u>
Mark Blocker, President, Vice President, Secretary, Treasurer	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334

ARTICLE III: DIRECTORS

The directors of this corporation and their addresses are:

<u>Name</u>	<u>Address</u>
Mark Blocker	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334
Gordon Brown	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334
Glenn Mateja	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334
Todd Conningsby	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334

ARTICLE IV: CORPORATE LIABILITIES

Adequate provision has been made for the payment or disposition of all of the corporation's liabilities and obligations.

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ARTICLE V: DISTRIBUTION

All the remaining property and assets of the corporation have been distributed to its shareholders.

ARTICLE VI: PENDING ACTIONS

There are no actions pending against the corporation in any court.

ARTICLE VII: ELECTION TO DISSOLVE

The corporation elected to dissolve by corporate act evidenced by that certain instrument entitled "ACTION BY UNANIMOUS CONSENT IN WRITING BY THE STOCKHOLDERS OF USA WHOLESALE AGENT SERVICES, INC.

IN WITNESS WHEREOF, the corporation has duly caused these Articles of Dissolution to be executed this 1 day of December, 2000.

(CORPORATE SEAL)

USA WHOLESALE AGENT SERVICES,
INC.

ATTEST:

[Signature]
Its Secretary

By: [Signature]
Its President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this 1st day of December, 2000, by MARK BLOCKER, as President and Secretary of USA WHOLESALE AGENT SERVICES, INC., a Florida corporation, on behalf of said corporation.

[Signature]
Notary Public
State of Florida at Large

My Commission Expires:


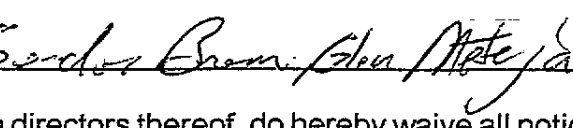
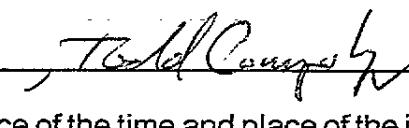


WAIVER OF NOTICE OF SPECIAL JOINT MEETING
OF SHAREHOLDERS AND DIRECTORS OF
USA WHOLESALE AGENT SERVICES, INC.

The undersigned, _____




_____, being the holders of all the
outstanding shares of USA WHOLESALE AGENT SERVICES, INC., and

  , being
all the directors thereof, do hereby waive all notice of the time and place of the joint special

meeting of shareholders and directors of the Corporation, to be held at the office of the
Corporation, on Nov. 30, 2000, at Fort Lauderdale, Florida, in person and/or
by phone, and do hereby consent to the transaction at such meeting of any and all
business which may come before such meeting, or any adjournment thereof, including the
adoption of a plan for the liquidation and dissolution of the Corporation, and the grant to
the officers and directors of the Corporation of authority to perform all acts necessary or
advisable to carry out such plan of liquidation and dissolution.

DATED: Nov 30, 2000.



Shareholder/Director

Shareholder/Director

Shareholder/Director

MINUTES OF SPECIAL JOINT MEETING
OF SHAREHOLDERS AND DIRECTORS OF
USA WHOLESALE AGENT SERVICES, INC.

A special joint meeting of the shareholders and directors of USA WHOLESALE AGENT SERVICES, INC. was held at the offices of the Corporation on Nov 30, 2000, Fort Lauderdale, Florida, in person and/or by phone.

Present: Gordon Brown, Mich Blaker, Glen Metejko
Todd Campbell, Gay Miller being the holders of all the
issued and outstanding shares of this Corporation; and the above
, being all the directors of this Corporation.

The President, Mark Blaker, called the meeting to order and acted as Chairman. Mark Blaker, Secretary of this Corporation, acted as Secretary of the meeting.

The secretary presented a waiver of notice of this joint special meeting signed by the holders of all the outstanding shares of this Corporation and by all of the directors thereof. Such waiver of notice was ordered prefixed to the minutes of this meeting.

The Chairman stated that the principal purpose of this meeting was to consider a plan for the liquidation and dissolution of this Corporation. The following plan, which was prepared by Mr. Joel R. Lavender, after consultation with all the directors, was submitted to the meeting:

**"PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF
USA WHOLESALE AGENT SERVICES, INC.**

This Plan of Complete Liquidation and Dissolution is for the purpose of effecting the complete liquidation and dissolution of USA WHOLESALE AGENT SERVICES, INC., a Florida Corporation, hereinafter called the Corporation, pursuant to the following steps:

1. Plan of Liquidation. The Corporation has issued and outstanding 100 common shares, of the par value of \$ 1.00 each. The Corporation will cease the active conduct of its business effective as of ~~September 1, 2000~~ February 1, 2001, wind up its affairs and, within the meaning of Section 331 of the Internal Revenue Code of 1986, as amended, will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.

2. Assets and Liabilities. The principal assets of the Corporation include, but are not limited to, cash in banks, [inventory/accounts receivable], [a lease] and goodwill. The liabilities of the Corporation are minimal.

3. Sale of Assets. The Shareholders may enter into an agreement or agreements for the sale or other disposition of all or some of its assets.

4. Intermediate Distributions. The Directors may from time to time authorize one or more distributions of property of the Corporation, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the Corporation, and to continue the operation of such properties of the Corporation as have not been sold at the time of any such distribution.

5. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment of, all of the outstanding common shares of the Corporation, and the Shareholders shall, if the Directors so determine, surrender their certificates for their respective shares of the net assets of the Corporation, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

6. Dissolution. The Officers and Directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they may deem appropriate, and may withdraw the Corporation from qualification in any other state whenever they deem such action appropriate.

7. Authorization to Execute and File Documents. The Officers and Directors of the Corporation are authorized, empowered, and directed to execute and file resignation(s)

as director of USA WHOLESALE AGENT SERVICES, INC., a Florida corporation, to take effect at the conclusion of the meeting of board of directors at which this resignation is accepted.

DATED: Nov 30, 2000.

