

P96 000100287

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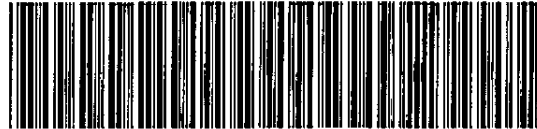
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dissolution of 3F Holdings II, Inc.

**DOCUMENT NUMBER:** P96000100287

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen A. Freeman

(Name of Person)

Freeman, Haber, Rojas & Stanham, LLP

(Name of Firm/Company)

520 Brickell Key Drive, Suite 0-305

(Address)

Miami, Florida 33131

(City/State/and Zip Code)

For further information concerning this matter, please call:

Stephen A. Freeman

(Name of Person)

at ( 305 ) 374-3800

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State

3 F Holdings II, Inc.

SECOND: The document number of the corporation (if known): P96000100287

THIRD: The date dissolution was authorized: August 1st, 2005

Effective date of dissolution if applicable: \_\_\_\_\_  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this \_\_\_\_\_ day of August, 2005.

Signature: \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Samuel P. Haven

(Typed or printed name of person signing)

Director/President

(Title of person signing)

Filing Fee: \$35

**ACTION WITHOUT A MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
3F HOLDINGS II, INC.,  
A FLORIDA CORPORATION**

As of April 1st, 2005, the undersigned, being all of the members of the Board of Directors of 3F Holdings II, Inc., an entity formed under the laws of the State of Florida ("Corporation"), do hereby consent that, when all of the directors have executed this action, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of Corporation's Board of Directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

**WHEREAS**, the Board of Directors and Shareholder of 3F Holdings II, Inc., a Florida corporation; and

**WHEREAS**, the Board of Directors of Corporation believe it is in the best interests of the Subsidiary to be completely liquidated and dissolved.

**NOW THEREFORE**, be it:

**RESOLVED**, the Board of Directors approves, authorizes and consents to the complete liquidation and dissolution of the Subsidiary in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986, as amended ("IRC") and as provided in the Plan of Complete Liquidation attached hereto as **Exhibit A** ("Plan") and incorporated herein; and

**FURTHER RESOLVED**, each officer and/or director of Corporation is hereby fully authorized to: (a) execute any documents on behalf of Corporation to effectuate the Plan, including, without limitation, the Action Without a Meeting of the Board of Directors and Sole Shareholder of the Corporation, attached hereto as **Exhibit B**, and otherwise act on behalf of Corporation to effectuate to complete liquidation of the Corporation in accordance with the Plan and to dissolve the Corporation.

**BOARD OF DIRECTORS**

  
\_\_\_\_\_  
**Samuel P. Haven, Director**

**EXHIBIT A**

**PLAN OF COMPLETE LIQUIDATION  
OF  
3F HOLDINGS II, INC.  
A FLORIDA CORPORATION**

**THIS PLAN OF COMPLETE LIQUIDATION** ("Plan") is effective as of April 1st, 2005 and is attached as Exhibit A to the Action Without Meeting of the Board of Directors and Sole Shareholder of 3F Holdings II, Inc., a Florida corporation (the "Corporation") ("Action") and made a part thereof.

1. Corporation shall be completely liquidated in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986, as amended ("IRC") and this Plan of Complete Liquidation.

2. Kit Group Inc., an entity formed under the laws of the British Virgin Islands ("Shareholder") hereby acknowledges that it has been from the date of incorporation of Corporation through and including April 1st, 2005, and shall remain through the completion of Corporation's liquidation, the owner of stock in Corporation which: (a) possesses 100% of the total voting power of stock of Corporation; and (b) has a value of equal to 100% of the total value of stock of Corporation.

3. Pursuant to this Plan:

a. First, the appropriate officer of Corporation shall pay or set up reserve for the payment of Corporation's debts.

b. Second, the appropriate officer of Corporation shall make a series of distributions of all of the cash, other property, rights to property, and rights of Corporation in complete cancellation (or redemption) of all of Shareholder's issued and outstanding stock in Corporation.

4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Shareholder. The first liquidating distribution shall be made during calendar year 2005.

5. As soon as the first liquidating distribution has been paid, Corporation will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to its Shareholder, and dissolving.

6. Corporation will retain no assets following its final liquidating distribution.

Corporation shall dissolve in accordance with the state law as soon as practicable after the final liquidating distribution.

**ACTION WITHOUT A MEETING  
OF  
THE BOARD OF DIRECTORS AND  
SOLE SHAREHOLDER  
OF  
3F HOLDINGS II, INC., A FLORIDA CORPORATION**

As of April 1st, 2005, the undersigned, being all of the members of the Board of Directors of 3F Holdings II, Inc., a Florida corporation ("Corporation"), and the sole shareholder of Corporation ("Shareholder"), do hereby consent that, when all of the directors and shareholder have executed this action, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of Corporation's Board of Directors and shareholder, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

**WHEREAS**, the Board of Directors and Shareholder of Corporation believe it is in the best interests of Corporation to completely liquidated and dissolved; and

**NOW THEREFORE**, be it:

**RESOLVED**, the Board of Directors and Shareholder approve, authorize and consent to the complete liquidation and dissolution of the Corporation in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986, as amended ("IRC") and as provided in the Plan of Complete Liquidation attached hereto as Exhibit A ("Plan") and incorporated herein;

**FURTHER RESOLVED**, the Board of Directors and Shareholder hereby acknowledge that Shareholder has been from the date of incorporation of Corporation through and including April 1st, 2005, and shall remain through the completion of Corporation's liquidation, the owner of stock in Corporation; and (b) has a value equal to 100% of the total value of stock of Corporation; and

**FURTHER RESOLVED**, each officer and/or director of Corporation is hereby fully authorized to execute any document including, without limitation, Internal Revenue Service forms (i.e. Form 952 and 966) and otherwise act (including the payment of distributions to its shareholder) on behalf of Corporation to effectuate the complete liquidation of Corporation in accordance with IRC § 332 and dissolution of Corporation; and

**FURTHER RESOLVED**, each officer and/or director shall perform all acts necessary for Corporation to timely comply with the attached Plan of Complete Liquidation.

[SIGNATURE ON FOLLOWING PAGE]

**SHAREHOLDER:**

Kit Group Inc.,  
a British Virgin Islands corporation


By: Multi Corporate Services Inc., Director

By:   
Printed Name: Stephen A. Freeman  
Title: Vice President

**BOARD OF DIRECTORS:**

  
Samuel P. Haven, Director

As of April 1st, 2005, the undersigned persons who constitute all of the officers of Corporation hereby acknowledge and approve of the above resolutions and the Plan of Complete Liquidation attached hereto as Exhibit A.

By:   
Printed Name: Samuel P. Haven  
Title: Director