

P97000038482

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Warren Consulting Inc

EFFECTIVE DATE

12-31-00

Diss

1-2-01

DAS

Signature _____

Requested by: LM

Name

Date

Time

Walk-In

Will Pick Up

FILED

00 DEC 28 PM 4:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75

- ____ 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 cert
- ____ 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
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- ____ Courier

DIVISION OF REGISTRATION

00 DEC 28 PM 2:45

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 29, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: WARREN CONSULTING, INC.
Ref. Number: P97000038482

We have received your document for WARREN CONSULTING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

THERE IS NO EXHIBIT A ATTACHED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 200A00006

Corrected

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN -2 AM 11:08

RECEIVED

ARTICLES OF DISSOLUTION
OF
WARREN CONSULTING, INC.

FILED
00 DEC 28 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is Warren Consulting, Inc. It was organized under the laws of the State of Florida on the 30th day of April, 1997, and assigned document number P97000038482.

The Corporation has elected to dissolve as of December 31, 2000, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 22nd day of December, 2000, in Okaloosa County, Florida.

ATTEST:

EFFECTIVE DATE
12-31-00

By: Barnett Warren
Barnett Warren,
President

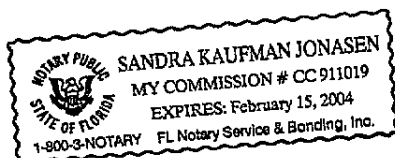
Barnett Warren

Barnett Warren,
Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared Barnett Warren, as President and Secretary of Warren Consulting, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 22nd day of December, 2000.



Sandra Kaufman Jonassen
Sandra Kaufman Jonassen
Notary Public
My Commission Expires:

EXHIBIT A
TO THE ARTICLES OF DISSOLUTION FOR
WARREN CONSULTING, INC.

RESOLUTION OF THE BOARD OF DIRECTORS
FOR DISSOLUTION
OF
WARREN CONSULTING, INC.

WHEREAS, WARREN CONSULTING, INC. has ceased or will cease business activity as of December 31, 2000 and there is no intention to undertake any other business;

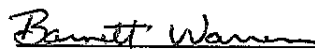
WHEREAS, the Board of Directors of WARREN CONSULTING, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on December 22, 2000, at 11:00 a.m., at the offices of the Daniel C. Perri, Attorney;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 22nd of December, 2000 at Shalimar, Florida.



Barnett Warren
Director

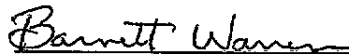
**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
WARREN CONSULTING, INC.**

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of Warren Consulting, Inc. be held on the date and time and at the place stated below for the purpose of considering the dissolution of Warren Consulting, Inc. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: December 22, 2000

Time of Meeting: 11:00 a.m.

Place of Meeting: 4 Eleventh Avenue, Suite 1
Shalimar, FL 32579



Barnett Warren
Sole Shareholder

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
WARREN CONSULTING, INC.**

A special meeting of the shareholders of Warren Consulting, Inc., a Florida corporation, was held at 4 Eleventh Avenue, Suite 1, Shalimar, Florida, on the 22nd day of December, 2000, pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

Barnett Warren

In Person

Barnett Warren acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of Warren Consulting, Inc. and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of Warren Consulting, Inc.:

WHEREAS, the shareholders, upon recommendation of the directors of Warren Consulting, Inc., have determined that it is advisable and beneficial for the corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of Warren Consulting, Inc.;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of Warren Consulting, Inc., to pay or make adequate provisions for the debts of Warren Consulting, Inc., and apportion the remaining assets among the shareholders according to their respective interests:

1. Warren Consulting, Inc. shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

2. Warren Consulting, Inc. will distribute all of its property and assets effective as of December 31, 2000.

3. All liabilities and obligations of Warren Consulting, Inc. will be paid or discharged, or adequate provision will be made for them.


4. The officers of Warren Consulting, Inc. are authorized to sell or otherwise liquidate all the properties and assets of Warren Consulting, Inc. that they deem necessary or advantageous to facilitate the liquidation.

5. The officers of Warren Consulting, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of Warren Consulting, Inc.

6. After the provision for, or payment of, the known debts and liabilities of Warren Consulting, Inc., the officers are authorized and directed to distribute the remaining cash or other assets of Warren Consulting, Inc. to the shareholders of record according to their respective rights and interest in exchange for their shares in Warren Consulting, Inc.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.



Barnett Warren
Chairperson and Secretary

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
WARREN CONSULTING, INC.**

We, the undersigned shareholders of Warren Consulting, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 22nd day of December, 2000.

Barnett Warren

BARNETT WARREN
SOLE SHAREHOLDER