

P97000052920

Requestor Name
Stuart Goldberg
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Address
Tall. FL 32317 850 222 4600
City/State/Zip Phone #

Office Use Only

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

1. Up Shot Technologies (Corporation Name) (Document #) dis
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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<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 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

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This dissolution was originally filed in error on 1/3/00 to #P99000043628. Record corrected 9/1/00
Note letter of explanation.

S. PAYNE SEP 1 - 2000

Examiner's Initials

Mar
1/4/00

C

WARFEL, GOLDBERG, WALDOCH & OLIVE, P.A.

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*Florida Bar Certified Wills, Trusts & Estates
*Florida Bar Certified Elder Law
*Florida Bar Certified Tax Law
Of Counsel

August 31, 2000

VIA FACSIMILE

487-6897

Susan Payne
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: OLD UPSHOT, INC., a Florida corporation - Doc. #P97000052920
UPSHOT TECHNOLOGIES, INC., a Florida corporation - Doc. #99000043628
P

Dear Susan:

Thank you very much for your assistance and Karen Beyer's assistance in helping me resolve the clerical error in the erroneous dissolution of Upshot Technologies, Inc. filed on January 3, 2000, effective December 15, 1999. The dissolution of Upshot Technologies, Inc. was an oversight as the Articles of Dissolution were supposed to be filed for Old Upshot, Inc.

The facts surrounding this error are as follows.

Upshot Technologies, Inc. (P97000052920) was incorporated on June 16, 1997. On May 13, 1999, this corporation filed Articles of Amendment (prepared by me) which changed the corporate name to Old Upshot, Inc.

Also on May 13, 1999, I filed Articles of Incorporation for a new corporation named Upshot Technologies, Inc. (P99000043628).

These transactions were part of a reorganization in which Old Upshot, Inc. would be dissolved.

Susan Payne
August 31, 2000
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It took several months to complete the transaction at which time I was supposed to file Articles of Dissolution for Old Upshot, Inc. I prepared Articles of Dissolution, but erroneously titled the documents Articles of Dissolution for Upshot Technologies, Inc. These Articles of Dissolution were filed on January 3, 2000, effective December 15, 1999. The document should have read Articles of Dissolution for Old Upshot, Inc.

All parties are in agreement that it is Old Upshot, Inc. which should have been dissolved. The shareholders and directors who approved the dissolution were those of Old Upshot, Inc., not Upshot Technologies, Inc. (P99000043628). The tax returns with various tax elections have been filed with IRS for Upshot Technologies, Inc. (P99000043628).

I understand that you will correct the Articles of Dissolution which were filed on January 3, 2000 to dissolve Old Upshot, Inc., effective December 15, 1999, and you will correct the public records to reflect that Upshot Technologies (P99000043628) was not dissolved and is and has been an active corporation.

Thank you again for your assistance in correcting this clerical error. If you need additional information, please let me know.

Sincerely,



Stuart E. Goldberg

SEG/yvw

ARTICLES OF DISSOLUTION OF

OLD UPSHOT, INC.

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

ARTICLE I

The name of the corporation is OLD UPSHOT, INC.

ARTICLE II

The following resolution to dissolve the corporation was unanimously adopted by the written consent of the shareholders on April 1, 1999, with this unanimous approval being a sufficient number of votes cast for approval:

WHEREAS, at a meeting of the Board of Directors of UpShot Technologies, Inc. held on the 1st day of April, 1999, the Board of Directors adopted the following resolution recommending that the corporation be dissolved and that the question of dissolution be submitted to the shareholders of the corporation; and

RESOLVED, that the corporation shall be dissolved effective December 15, 1999 in accordance with the following plan of liquidation:

PLAN OF LIQUIDATION

1. The following plan of liquidation is hereby adopted for the assembling and marshaling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the portioning of the remaining assets among the shareholders according to their respective interests.
2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made therefor.
3. The Assets of the corporation will be transferred to the wholly-owned subsidiary of Datamaxx Applied Technologies, Inc. ("Datamaxx") solely in exchange for the Datamaxx stock owned by the subsidiary, in accordance with the Agreement and Plan of Reorganization of Datamaxx Applied Technologies, Inc. and UpShot Technologies, Inc.
4. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation are authorized and directed to distribute the

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Datamaxx stock and remaining assets of the corporation, if any, to the shareholders of record in the following manner:

(a) With respect to any cash, by distributing to each such shareholder of record a proportion of such cash equal to the proportion that the shares owned by such shareholder bears to the total issued and outstanding shares of this corporation; and

(b) With respect to assets other than cash, by distributing to each shareholder of record an undivided interest in each of such assets equal to the proportion that the shares of this corporation owned by such shareholder bears to the total issued and outstanding shares of this corporation.

5. The distribution of the assets shall be made to the shareholders of this corporation on or before December 15, 1999, on the following conditions:

(a) That on demand made by the Board of Directors, each shareholder shall surrender, for cancellation, the certificate or certificates evidencing his or her ownership of capital stock in this corporation; and

(b) That such distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of this corporation.

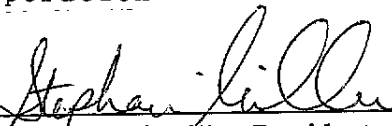
6. That the officers of this corporation are hereby authorized to do such acts and to take such steps as may be necessary or convenient to carry out this plan of liquidation including, but not limited to, the execution of such instruments as may be required to vest title to the assets of this corporation in the shareholders.

7. The Board of Directors and shareholders may not revoke these Articles of Dissolution.

8. In accordance with Section 607.1405(4) of the Florida Statutes, the corporation will file herewith an affidavit permitting the immediate assumption and use of the name UpShot Technologies, Inc. by Datamaxx Applied Technologies, Inc. to be used as the name of its wholly-owned subsidiary.

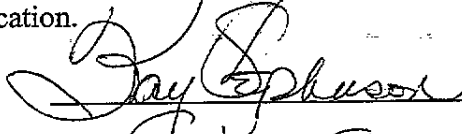
DATED: December 31, 1999.

OLD UPSHOT, INC., a Florida
corporation

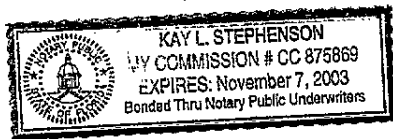
By: 
Stephani Miller, President

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of December, 1999, by Stephani Miller, President of Old Upshot, Inc., a Florida corporation, on behalf of the corporation, who [☒] is personally known to me or [☐] has produced _____ as identification.


[Printed Name] KAY STEPHENSON
Notary Public, State of Florida

My Commission expires:



[Notarial Seal]