

P97000100676

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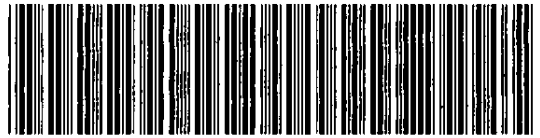
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MEMBER
AMERICAN INSTITUTE OF
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FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

1/5/2010

Certified Mail

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

Subject: Carnegie Distribution, Inc.

Document Number: P97000100676

To whom it may concern:

The enclosed Plan of Complete Liquidation and Dissolution of Carnegie Distribution, Inc. and fee are submitted for filing.

Enclosed is our check in the amount of \$43.75 to cover the filing fee & certification fee. Kindly dissolve the corporation and forward a certified copy of Plan of Complete Liquidation and Dissolution to this office at your earliest convenience.

Your prompt attention to this matter is greatly appreciated.

Sincerely,



W. Howard Ellingsworth

Enclosures

cc: Mary B. Sussen, President

**ARTICLES OF DISSOLUTION FOR
CARNEGIE DISTRIBUTING, INC.**

Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation hereby submits the following for the purpose of dissolving the corporation:

ARTICLE I

The name of the corporation is Carnegie Distributing, Inc.

ARTICLE II

The dissolution was authorized on December 16, 2009.

ARTICLE III

The dissolution was approved by the shareholders and the members of the Board of Directors of the Corporation by Joint Written Consent in Lieu of a Special Meeting of the Board of Directors and Shareholders of Carnegie Distributing, Inc. dated December 16, 2009, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on
1/5/2010 on behalf of the Corporation.

CARNEGIE DISTRIBUTING, INC.

By: Mary B. Sussen
Mary B. Sussen, its President

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PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
CARNEGIE DISTRIBUTING, INC.

This Plan of Complete Liquidation and Dissolution (the "Plan") is for the purpose of effecting a complete liquidation and dissolution of Carnegie Distributing, Inc. a Florida corporation (the "Corporation") in accordance with the Florida Business Corporation Act and pursuant to the following:

1. **Adoption of Plan.** This Plan shall be effective upon receiving the recommendation and approval of the Board of Directors of the Corporation (the "Board of Directors") and the adoption of the Plan by written consent of the holders of a majority of the outstanding shares of the Corporation.

2. **Liquidation Pursuant to IRC §331.** The liquidation and dissolution of the Corporation pursuant to the Plan shall be in accordance with §331 of the Internal Revenue Code of 1986 (as amended) and in accordance with the provisions of §607.1402 and 607.1405 of the Florida Statutes.

3. **Cessation of Business.** From and after the date hereof, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors then in office and, at their pleasure, the officers, shall continue in office solely for such purpose.

4. **Liquidation of Assets.** The officers of the Corporation, i.e., the President and Secretary, on such terms as approved by the Board of Directors, shall sell, exchange or otherwise dispose of or reduce to cash all of the assets, properties or rights of the Corporation. The liquidation of assets pursuant to this paragraph shall be consummated as expeditiously as practicable.

5. **Payment of or Reserve for Payment of Obligations and Liabilities.** After effecting the sale and liquidation of the assets of the Corporation pursuant to the provisions of the immediately preceding paragraph, the officers shall pay or provide for the payment of all obligations and liabilities of the Corporation due and owing. The officers, under the supervision of the Board of Directors, shall also set aside a reserve fund in an amount estimated by the officers sufficient for the payment of all obligations and liabilities of the Corporation, including local, state and federal tax liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment of any contingent liabilities. Unpaid principal and interest on all loans made to the Corporation by the shareholders shall be distributed pro rata among such shareholders in proportion to the total amount of principal and interest payable on such loans; such shareholder distributions being treated first as a payment of accrued interest on such loans and then as payment of principal on such loans.

6. **Distribution of Assets and Liquidation of Corporation to be Completed by December 16, 2009.** After paying or providing for the obligations and liabilities of the Corporation pursuant to Paragraph 5 hereof, the Corporation shall distribute all of its remaining assets pro rata among all of the shareholders (the "Shareholders") in accordance with their respective Percentage Interests. Such distributions shall be made only from the assets, properties and/or rights of the Corporation as remain after the payment of all obligations and liabilities of the Corporation due, including any reserve established to meet contingent liabilities and the payment of all unpaid principal and interest on loans made to the Corporation by the Shareholders in accordance with the immediately preceding paragraph. Notwithstanding any other provision contained in this Plan, the assets of the Corporation remaining after the payment or reserve for all obligations and liabilities referred to in Paragraph 5 above shall be distributed to the Shareholders pursuant to the initial sentence of this paragraph, not later than December, 31 2009.

7. **Shareholders' Liability.** Notwithstanding anything herein to the contrary, if the amount of the reserve fund set up in accordance with the provisions of paragraph 5 hereof shall be insufficient to pay the expenses and taxes therein referred to, then any excess liability for such expenses and taxes shall be paid pro rata by the Shareholders in accordance with their respective Percentage Interests.

8. **Dissolution.** The officers of the Corporation shall execute and cause to be filed a certificate of dissolution of the Corporation in accordance with the Florida Business Corporation Act. In addition to the execution and filing of the final income tax and franchise tax returns of the Corporation, the directors and officers shall execute and file, at such times as they deem necessary or proper, all other forms, returns, documents, instruments, and information required to be filed by the Internal Revenue Service or otherwise, by reason of the complete liquidation and dissolution of the Corporation.

9. **Authorization for Necessary Acts.** The officers of the Corporation, under the supervision of the Board of Directors, shall carry out and consummate the Plan, and shall have the power to adopt all resolutions, execute all documents, file all papers, and take all other action they deem necessary or desirable for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business, assets, and affairs.

1/5/2010
Date

Carnegie Distributing, Inc.

By: Mary B. Sussen
Mary B. Sussen, President

State of Florida

County of Palm Beach

Before me, the undersigned authority, personally appeared Mary B. Sussen, who is to me well known to be the person described in and who subscribed to the above Plan of Complete Liquidation and Dissolution, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal at Delray Beach, Florida, this 1st Day of 5, 2010.

Sandra Campanella
Notary Public



SANDRA CAMPANELLA
MY COMMISSION # DD 915714
EXPIRES: September 12, 2013
Bonded Thru Budget Notary Service