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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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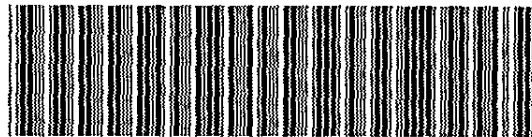
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D-SS
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of Java and Cream, INC.

DOCUMENT NUMBER: P98000001693

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

Please return all correspondence concerning this matter to the following:

DENNIS Cavanaugh
(Name of Contact Person)

(Firm/Company)

3211 W. Swann Ave
(Address)

Tampa, Florida 33609
(City/State and Zip Code)

For further information concerning this matter, please call:

DENNIS Cavanaugh at (813) 875-9717
(Name of Contact Person) (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, FL 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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:

Java and Cream, INC.

SECOND: The document number of the corporation (if known): P98000001693

THIRD: The date dissolution was authorized: 12/31/06

Effective date of dissolution if applicable: upon filing with state

(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 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)

Signature: Dennis T. Cavanaugh

(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)

DENNIS T. Cavanaugh
(Typed or printed name of person signing)

President
(Title of person signing)

Filing Fee: \$35

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07 JAN 22 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN ACTION IN LIEU OF A SPECIAL MEETING OF THE SHAREHOLDERS AND
BOARD OF DIRECTORS**

OF

JAVA AND CREAM, INC.

LIQUIDATION AND DISSOLUTION

The undersigned, being the Shareholders and all of the members of the Board of Directors of
JAVA AND CREAM, INC., A Florida corporation (the "Corporation"), executing this Written
Action pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, in lieu of holding a
Special meeting of the Shareholders and Board of Directors, hereby take, authorize, approve and
Consent to the following resolutions:

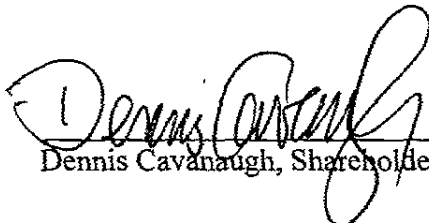
RESOLVED, that in the judgment of the Shareholders and the Board of Directors of the
Corporation, it is deemed advisable and for the benefit of the Corporation and the
Shareholders that the Corporation be liquidated and formally dissolved;

FURTHER RESOLVED, that the proposed Plan of Liquidation and Articles of Dissolution,
Copies of which are attached hereto, be, and they hereby are, adopted;

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are,
Authorized and directed to take any and all actions as necessary or desirable to liquidate
the Corporation in accordance with the Plan, including but not limited to the following
actions:

1. The assignment and transfer of all of the assets of the business of the Corporation.
2. The execution and filing on behalf of the Corporation of Articles of Dissolution with the
Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the Shareholders and all of the members of
the Board of Directors of the Corporation, hereby execute this Written Action as and for the written
consent of the Shareholders and Directors, dated effective the 31st day of December, 2006.


Dennis Cavanaugh, Shareholder and Director

PLAN OF LIQUIDATION

OF

JAVA AND CREAM, INC.

WHEREAS, it is deemed advisable and in the best interest of **Java and Cream, Inc.**, a Florida corporation (hereinafter called the "Corporation"), and its Shareholders to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution by it as soon as reasonably possible following the adoption of the Plan of Liquidation (the "Plan") of all of its assets in complete liquidation.

NOW, THEREFORE, the following Plan is recommended by the Board of Directors for adopting by the Shareholders of the Corporation:

1. The officers of the Corporation are authorized to negotiate and to consummate sales of any portion of the Corporation's properties and assets upon such terms and conditions as may be determined by them to be in the best interest of the Corporation and its Shareholders.
2. The officers of the Corporation shall attempt to collect all of the receivables owing to the Corporation, sell its assets, pay all of its debts and expenses and settle any contingent claims, setting aside any reasonable amount in cash or other property which the officers deem necessary to meet any contingent claims, liabilities, or expenses expected to arise.
3. All of the remaining assets of the Corporation, including the proceeds of the sale of any of its assets, shall be distributed in kind to the Shareholders as soon as reasonable possible following the date of adoption of the Plan, in exchange for the surrender of their stock in complete cancellation and redemption of all of the stock of the Corporation in accordance with the Plan of complete liquidation. Upon surrender of the certificates of stock in the Corporation by the Shareholders for cancellation, the President is authorized and directed to issue such checks or execute such assignments, deeds and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the Shareholders.
4. The officers of the Corporation are authorized and directed to perform such acts and deeds to carry out the purposes of the Plan and to completely liquidate the Corporation as soon as reasonably possible following the date of adoption of the Plan in an orderly manner, and the President, and such other officers as are required to do so by law, are expressly authorized to execute any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the liquidation and to consummate the Plan.

5. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return on its behalf. The Corporation shall file with the Internal Revenue Service Form 966 within thirty (30) days after the adoption of the Plan by the Corporation and its Shareholders and Directors.
6. The officers shall cause the Corporation to be dissolved with the Florida Secretary of State.

Adopted by the Shareholders and Directors of the Corporation on December 31, 2006.

JAVA AND CREAM, INC.

a Florida Corporation

By: _____

Dennis Cavanaugh, President