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DIVISION OF CORPORATIONS

DISSOLUTION
WORLDWIDE HOLDINGS, INC.

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ARTICLES OF DISSOLUTION
of
WORLDWIDE HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

1. The name of the corporation is: WORLDWIDE HOLDINGS, INC.
2. Dissolution was authorized on: September 15, 1999
3. Effective date of Dissolution: September 30, 1999
4. Dissolution was approved by the sole shareholder. The number of votes cast for dissolution by the shareholder was sufficient for approval.

DATED this 15th day of September, 1999.

WORLDWIDE HOLDINGS, INC.
a Florida corporation

By: Fred E. Cooper

Its: President

ATTEST: Fred E. Cooper

Its: Secretary

(Corporate Seal)



**CONSENT TO ACTION BY SHAREHOLDERS AND DIRECTORS
OF
WORLWIDE HOLDINGS, INC.**

Pursuant to Article II, Section 9 and Article IV, Section 6 of the Bylaws of the above-named corporation, and Sections 607.0704 and 607.0821, Florida Statutes, the undersigned, being the sole shareholder and sole director of the Corporation, hereby consents to the following actions, effective September 30, 1999.

RESOLVED, that in the judgment of the board of directors of the corporation, it is deemed advisable and for the benefit of the corporation that it should be liquidated and dissolved; and

FURTHER RESOLVED, that, subject to approval of the shareholders of the corporation and effective with the date of such approval, a plan of complete liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions; and

FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation; and

FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to wind up the business of the corporation; cause notice of the liquidation and dissolution of the corporation to be mailed to each known creditor of, and claimant against, the corporation; and proceed to collect the assets of

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the corporation, convey and dispose of such of its properties as are not to be distributed in kind to its shareholders; pay, satisfy, or discharge its liabilities and obligations, or make adequate provision for payment and discharge thereof; and do all other acts required to liquidate the business and affairs of the corporation; and

FURTHER RESOLVED, that after paying or discharging all of the obligations of the corporation or making adequate provision for payment and discharge thereof, the remaining assets of the corporation shall be distributed, either in cash or in kind, among its shareholders according to their respective rights and interests; provided, however, that if the president and the secretary of this corporation, in their sole discretion, shall deem it appropriate, property not easily divisible shall be distributed in kind to a trustee for the benefit of the shareholders of the corporation according to their respective rights and interests; and

FURTHER RESOLVED, that upon completing the foregoing liquidation procedures, the proper officers of this corporation be, and they hereby are, authorized and directed to file articles of dissolution pursuant to Section 607.1403, Florida Statutes, with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they deem necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that the shareholders of this corporation hereby consent and approve the liquidation and dissolution of the corporation, all in accordance with the terms and provisions of the plan of complete liquidation adopted by the board of

directors of the corporation at this meeting, which plan of liquidation is in all respects adopted and approved; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary or proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of complete liquidation adopted herein by the board of directors of this corporation.

Executed at Pittsburgh, PA, on September 15, 1999.



Fred E. Cooper, Shareholder and Director