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Requester's Name

Glen Robertson
1304 So. Orange Ave.
Sarasota, FL 34239

Office Use Only

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

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(Corporation Name) (Document #)
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
02 JAN -7 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS JAN 11 2002
Examiner's Initials

FILED
02 JAN -7 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
submits the

FILED
02 JAN -7 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
submits the

President
(Title)

AGREEMENT AND PLAN OF LIQUIDATION AND RELATED DOCUMENTS
Agreement and Plan of Liquidation

AGREEMENT AND PLAN OF LIQUIDATION made this 18th day of December, 2001, between GLEN E. ROBERTSON and ELLEN M. WITTMAYER (hereinafter called the Shareholders), and SOMETHING CONCRETE, INC., a Florida corporation (hereinafter called the Corporation).

WHEREAS, the Shareholders own 500 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Shareholders wish to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the General Corporations Law of the State of Florida;

NOW, THEREFORE, the parties hereto agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than December 31, 2001, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholders hereby authorize the officers of the Corporation to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Florida.
3. The Shareholders hereby resolve that after payment of the Corporation's debts, or provision is made therefor, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 2001.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.

SOMETHING CONCRETE, INC.

By 
President

GLEN E. ROBERTSON

By 
Majority Shareholder

RESOLUTIONS OF BOARD OF DIRECTORS
Resolution of Board of Directors of Something Concrete, Inc.
Adopting a Plan of Complete Liquidation

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 dissolved;

RESOLVED, that a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

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

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by all stockholders of the Corporation with the Secretary of State of the State of Florida;

RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable, but in no event later than December 31, 2001; and

RESOLVED, that the proper officers of the 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 further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

CERTIFIED COPY OF RESOLUTIONS
Something Concrete, Inc.

I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of Something Concrete, Inc., held on the 18th day of December, 2001.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and be it

FURTHER RESOLVED, that, in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. that within thirty (30) days of the date of this resolution adopting this plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution;
2. that pursuant to this plan of liquidation, the Corporation make a cash distribution to its shareholders in the amount of \$1,680, such distribution to be made not later than December 31, 2001;
3. that the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it;
4. that thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation;
5. that the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to Florida Business Corporation Law with the Secretary of the State of Florida;
6. that the proper officers and Corporation counsel shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after the distribution of the corporate assets;

Certified Copy of Resolutions
Something Concrete, Inc.

7. that specific authorization is given to prepare, sign and forward to the Commissioner of Internal Revenue, after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation;
8. that the officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.



Secretary

SOMETHING CONCRETE, INC.

I, GLEN E. ROBERTSON, do hereby certify that I am the duly elected and acting Secretary of Something Concrete, Inc., a Florida corporation; that the following is a true and correct copy of certain preambles and resolution duly adopted by the Board of Directors of said Corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the shareholders of this Corporation have executed and delivered to this Corporation a consent to the dissolution of this Corporation;

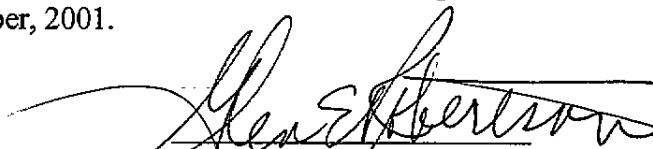
WHEREAS, this Corporation is to be voluntarily dissolved pursuant to the appropriate provisions of the Florida Business Corporation Law, and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Corporation on or prior to December 31, 2001;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Corporation on or prior to December 31, 2001, be and is hereby adopted:

1. The proper officers of this Corporation shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of the Florida Business Corporation Law.
2. The assets and property of this Corporation, subject to its liabilities, shall be assigned and conveyed to the shareholders of this Company, upon said shareholders agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Corporation; and the proper officers of this Corporation shall execute, endorse and deliver all assignments, power, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.
3. Upon such conveyance and assumptions, this Corporation shall be dissolved, and the proper officers of this Corporation shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Law of Florida and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

Witness my hand as Secretary of said Corporation and with its corporate seal hereunto affixed this 18th day of December, 2001.

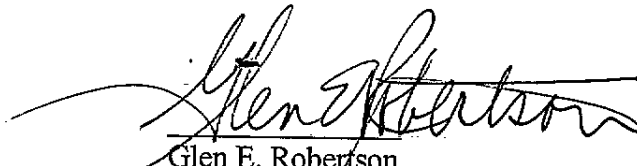

Glen E. Robertson, Secretary

Waiver of Notice of the Special Meeting of the
Board of Directors of Something Concrete, Inc.

The undersigned, being all of the Directors of Something Concrete, Inc., organized under the laws of the State of Florida, hereby waive notice of the time, place and purpose of a special meeting of the Board of Directors, the purpose of said meeting being to consider dissolving this Corporation and the calling of a special meeting of the shareholders for said purpose, and any other transactions as may properly come before the meeting.

We designate December 18, 2001, at 10:00 a.m. as the time and 554 Magellan Drive, Sarasota, Florida, as the place of said meeting.

Dated: December 14, 2001


Glen E. Robertson