

### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4000

Thelma - please file dissolution

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

1st, following

Phone

Account Number: 072450003255

: (305)541-3694

w amendment

Fax Number

: (305)541-3770

it needs these

SMITHAGENCY.COM. INC.

Certificate of Status Certified Copy 0 Page Count 04 Estimated Charge \$35.00 questions

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EMPIRE CORPORATE KIT

MAY-18-2000

## H00000027435

ARTICLES OF DISSOLUTION

OF

### SMITHAGENCY.COM, INC.

Under § 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is SMITHAGENCY.COM., INC. and its document number is P98000058458.

SECOND: Dissolution of the Corporation was authorized on January 31, 2000 by unanimous vote of the Shareholders and the Board of Directors of said corporation.

THIRD: 'The number of votes cast by the Shareholders for dissolution was sufficient for approval.

FOURTH: The Corporation has no unpaid debts and all assets will be distributed as required by Florida law.

FIFTH: The Corporation does not desire to maintain its name for the 90-day period and requests that the Department of State dissolve said corporation immediately.

Signed on this 25th day of April , 2000

James Lobkz, President and majority

Shareholder

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STATE OF FLORIDA ) SS:

Before me, the undersigned authority, personally appeared JAMES LOBEL, who, being by me first duly sworn, deposes and says:

- 1. That I am the current President of SMITHAGENCY.COM, INC., a Florida Corporation filed under document number P98000058458.
- 2. That SMITHAGENCY.COM, INC. has filed this day, Articles of Dissolution with the Florida Department of State.
- 3. That SMITHAGENCY.COM, INC. does not desire to keep or maintain its name for the 90-day period as allowed by Florida Statute § 607.0123, and other applicable law.
- 4. That I am authorized to act on behalf of SMITHAGENCY.COM, INC. in all matters regarding dissolving said corporation.
- 5. That I understand the nature of an oath and the penalties for perjury in the State of Florida and I hereby swear and affirm to the truthfulness of the contents of this affidavit.

[seal]

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#### CERTIFIED COPY OF CORPORATE RESOLUTION

I, JAMES LOBEL, as President of SMITHAGENCY.COM, INC., a Florida Corporation, do hereby certify that the following is a true and correct copy of a resolution adopted by the Board of Directors of the Corporation at a duly called meeting of the Directors held on January 31, 2000 at which a quorum of directors was present and voting throughout:

#### RECITALS

WHEREAS, SMITHAGENCY.COM, INC., is desirous of dissolving its corporation; and

WHEREAS, SMITHAGENCY.COM, INC., does not desire to maintain its name for the 90-day period following dissolution as its has agreed that ADS ADVERTISING, INC. shall assume the name; and

WHEREAS, the Shareholder(s) of SMITHAGENCY.COM, INC. being fully advised of the material features of this dissolution does hereby approve of the same; and

NOW, THEREFORE, BE IT RESOLVED, that JAMES LOBEL, as President and majority shareholder, is hereby authorized to and directed to do all things and to execute and deliver any and all instruments on behalf of SMITHAGENCY.COM, INC., which are required to carry out the dissolution of SMITHAGENCY.COM, INC.

I further certify that the above Director's Resolution was duly and regularly enacted at a meeting of the Board of Directors called for that purpose and held in accordance with the By-Laws of the Corporation and the Statutes of the State of Florida, that the Directors of the corporation have full power and authority to bind the corporation pursuant thereto, and that the resolution is in full force and effect and has not been altered, modified or rescinded.

IN WITNESS WHEREOF, I have affixed my name as President of this corporation, and have affixed the corporate seal of this corporation, this  $\frac{25}{25}$  day of  $\frac{2000}{4000}$ .

JAMES LOBEL, Presid

(Corporate Seal)

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