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Masood Kola 626 Atlautic Blvd Neptune Bch FL32266

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ARTICLES OF DISSOLUTION OF JAS FOOD, INC.

99 JUN -8 PM 3: 25 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned President and Secretary of JAS FOOD, INC., a Florida corporation, hereby adopt the following Articles of Dissolution on behalf of the corporation pursuant to F.S. §607.1403: Article I. The name of the corporation is JAS FOOD, INC. Article II. The dissolution of the corporation was authorized on 5/24/97Article III. The dissolution of the corporation was approved by all of its shareholders. Article IV. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor. Article V. All of the property and assets of the corporation have been distributed to its shareholders in accordance with their rights and interests. Article VI. There are no actions pending against the corporation in any court. IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Dissolution, the Ha day of June MASOOD KOLA, President SAVEED KARAN. Secretary STATE OF FLORIDA **COUNTY OF DUVAL** I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared MASOOD KOLA) in his capacity as the President of JAS FOOD, (Known to me V or Type of Ment, & No.: INC., and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal this 1 th day of June,



NOTARY PUBLIC, State of Florida

PRINT NAME Fred Fut Isr

My Commission Expires: 4-8-200

STATE OF CALIFORNIA)	
COUNTY OF)	· · · · · · · · · · · · · · · · · · ·
I HEREBY CERTIFY that on this day, be county and state aforesaid to take acknowledgment (Known to me of Type of Mem. & No.: FOOD, INC., and who executed the foregoing do that he executed the same for the purposes therein	ts, personally appeared SAVEED KARAN his capacity as the Secretary, of JAS cument, and he acknowledged before me
WITNESS my hand and official seal this	15th day of <u>June</u> , 1999.
NALINI C. RAJANI Comm. # 1122570 NOTARY PUBLIC - CALIFORNIA Los Angeles County My Comm. Expires Jan. 15, 2001	RINT NAME NALINI C. RAJANI My Commission Expires: January 15, 2001
My Commit. Expires	January 15/

JAS FOOD, INC. MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS

A special meeting of the Board of Directors and Shareholders of JAS FOOD, INC. (the "Corporation") was held $\leq \cdot 24 \cdot 99$, 1999. Masood Kola and Saveed Karan, constituting all of the Corporation's directors and shareholders were present and waived notice of the meeting as evidenced by their execution of the waiver attached hereto. Masood Kola, served as chairman and Saveed Karan served as secretary of the meeting.

The matter of the liquidation and dissolution of the Corporation was presented to the meeting and, upon motion duly made and carried, the following resolutions were adopted:

RESOLVED, that it is in the best interest of the Corporation and its shareholder that the following Plan of Complete Liquidation and Dissolution of **JAS FOOD**, **INC.** be adopted by the Corporation.

RESOLVED, that the following Plan of Complete Liquidation and Dissolution of JAS FOOD, INC. providing for its complete liquidation and dissolution by the distribution of all of its remaining assets to its shareholder in accordance with Section 331 of the Internal Revenue Code is recommended by the Board of Directors and adopted by the shareholder of the Corporation:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF JAS FOOD, INC.

- 1. The President of the Corporation is authorized and directed to sell any of the remaining assets of the Corporation deemed by him to be in the best interests of the Corporation and its shareholder on such terms as he shall approve; to collect all collectible receivables of the Corporation and to compromise or settle any disputed claims of the Corporation under such terms and conditions as he shall approve; to use the proceeds of such sales and collections and such other funds of the Corporation as shall be available to pay all remaining debts of the Corporation; to act as soon as feasible, but in any event, within 12 months from the date of the adoption of this Plan of Complete Liquidation and Dissolution to distribute all of remaining assets of the Corporation to the Corporation's shareholders, in complete liquidation, pursuant to the provisions of Section 331 of the Internal Revenue Code; and to cause the Corporation's dissolution pursuant to the applicable provisions of Florida law.
- 2. The President of the Corporation is authorized and directed to execute and deliver and to affix the corporate seal to, all on behalf of the Corporation, all documents deemed by him to be required or desirable in order to effect the sales and collection of the Corporation's assets and the liquidation and dissolution of the Corporation as provided in Section 1 in such form as he shall approve.

- 3. Upon the completion of such liquidation and dissolution, and within the times prescribed by law, the proper officers of the Corporation shall file all necessary reports and tax returns required under all applicable federal, state and local laws.
- 4. The officers of the Corporation are empowered, authorized and directed to carry out the provisions of this Plan of Complete Liquidation and Dissolution, and to take such actions as they deem necessary or desirable to achieve the liquidation and dissolution of the Corporation authorized by this Plan.
- 5. Within thirty days following the adoption of this Plan of Complete Liquidation and Dissolution, the proper officers of the Corporation shall file Form 966 with the Internal Revenue Service as required by law, together with a certified copy of the Plan of Complete Liquidation and Dissolution and the resolutions reflecting the adoption of the Plan by the shareholders.

There being no further business, the meeting was adjourned.

SAVEED KARAN SECRETARY

Approved:

MASOOD KOLA CHAIRMAN

WAIVER

The undersigned, being all of the directors and shareholders of JAS FOOD, INC., hereby waive notice of the time, place and purpose of the special meeting of directors and shareholders held on ______, and agree that the minutes thereof are correct.

MASOOD KOLA, Director and Shareholder

SAVEED KARAN, Director and Shareholder