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P. SOLANO & ASSOCIATES

P.O. BOX 574842 • ORLANDO, FLORIDA 32857-4842

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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☐ Walk in

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-06/21/99--01123--010

\*\*\*\*\*35.00 \*\*\*\*\*35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 JUN 21 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS JUN 24 1999

Examiner's Initials

FILED  
99 JUN 21 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF DISSOLUTION

GEMEBRE, INC., by and through its president and majority shareholder, hereby files these, its Articles of Dissolution and states:

1. The name of the corporation is Gemebre, Inc.

2. The names and respective addresses of its officers are as follows:

Justo Guerrero, President, 219 Cedarwood Cir, East, Kissimmee, FL 34743

3. The names and respective addresses of its directors are as follows:

Justo Guerrero, President, 219 Cedarwood Cir. East, Kissimmee, FL 34743

4. All liabilities and obligations of the corporation have been paid, or discharged, or adequate provision for payment of same has been made by the directors and shareholders of the corporation.

5. All property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest after payment or making provisions for payment of liabilities and obligations of the corporation.

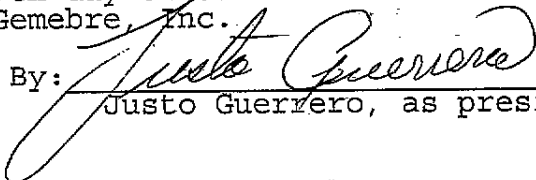
6. There are no actions pending against the corporation in any court that adequate provision for payment thereof has not been made for the satisfaction of any potential judgment, order, or decree which may be entered against the corporation.

7. The corporation elected to dissolve by act of the corporation, a copy of the resolutions to dissolve and statement that such resolution was adopted by the shareholders of the corporation on the 1st day of January, 1999 is attached.

Dated this 17th day of June 1999.

Gembre, Inc.

By:

  
Justo Guerrero, as president

State of Florida:  
County of Orange:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Justo Guerrero to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of June 1999.

  
Notary Public



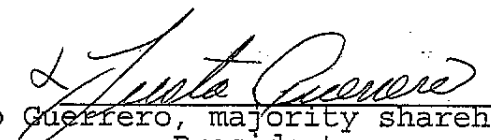
Diane Solano  
MY COMMISSION # CC799776 EXPIRES  
December 28, 2002  
BONDED THRU TROY FAIN INSURANCE INC.

SHAREHOLDERS CONSENT TO DISSOLUTION OF CORPORATION

The undersigned, Justo Guerrero, represents that he is the majority shareholder of the outstanding stock of Gemebre, Inc., by consent to the dissolution of the corporation by the filing of Articles of Dissolution with the Secretary of State, State of Florida.

Further, as the majority shareholder of the outstanding stock of the corporation, he does hereby direct the directors to implement a resolution of dissolution of the corporation.

Dated this 1st day of January 1999.

  
Justo Guerrero, majority shareholder  
President

DIRECTORS  
IMPLEMENTATION OF RESOLUTION OF  
DISSOLUTION

WHEREAS, the major shareholder of GEMEBRE, INC. adopted a resolution of dissolution on the 1st day of January 1999, electing to dissolve the Corporation and authorizing the President and Majority Shareholder to dissolve and liquidate the said Corporation; now, therefore, be it:

1. RESOLVED, that as the President and Majority Shareholder of Gemebre, Inc. Justo Guerrero is authorized to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident thereto;

2. RESOLVED FURTHER, that the President and major shareholder of Gemebre, Inc., is authorized and directed to distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in a plan of liquidation previously adopted by the Board of Directors and the resolution of Directors for Distribution of Assets, in kind, adopted the 1st day of January, 1999;

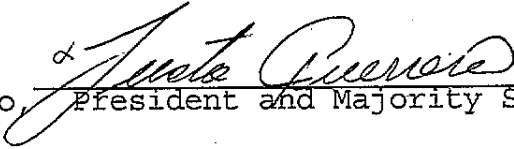
3. RESOLVED FURTHER, that the President and majority shareholder of Gemebre, Inc., is authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Corporation or on behalf of the Corporation, including the Internal Revenue Service.

4. RESOLVED FURTHER, that the President and majority shareholder of Gemebre, Inc., is authorized and required to file all documents required by law to be filed in order to effect the dissolution of the Corporation.

The undersigned, being the majority shareholder and one of the Directors of Gemebre, Inc., authorize, by his signature below, the above resolution.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name.

Executed effective as of the 1st day of January 1999,  
at Orlando, Florida.

  
Justo Guerrero, President and Majority Shareholder