

# GUERNICA & GONZALEZ

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

EDUARDO S. GONZALEZ, CPA, MST  
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P98000089238

February 29, 2000

Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400003158984--5  
-03/06/00--01130--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: First Micro Corporation.  
Ref. Number P98000089238

Ladies & Gentlemen:

Enclosed please find Articles of Dissolution for above mentioned corporation effective February 29, 2000 and a check in the amount of \$35 for processing fees. Should you need further information regarding this issue, please call our office.

Thanking you in advance for your assistance, I remain,

Sincerely,

Diss  
3-17-00  
PMS

EDUARDO GONZALEZ, CPA

For The Firm:

EG/GmbH

Enc.

FILED  
00 MAR -6 AM 9:56  
TALLAHASSEE, FLORIDA

**FILED**


00 MAR -6 AM 9:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION**  
**(FS Section 607.1402 and 607.1403)**

1. The name of the corporation is FIRST MICRO CORPORATION.
2. The dissolution of this corporation was authorized effective the 29 th. day of FEBRUARY, 2000.
3. The dissolution was approved by Written Consent under Section 607.0704 by a majority of the shareholders, which number is \_\_\_\_\_ sufficient for the approval of the dissolution.
4. A copy of the executed Written Consent to Dissolve the Corporation is attached hereto and made part hereof.

DATED this 29<sup>th</sup>. day of FEBRUARY\_, 2000.

  
\_\_\_\_\_  
LASZLO KERESZTES, President

**WRITTEN CONSENT OF STOCKHOLDERS OF  
FIRST MICRO CORPORATION  
IN LIEU OF SPECIAL MEETING OF STOCKHOLDERS  
PURSUANT TO SECTIONS 607.0704 AND 607.1402  
OF THE FLORIDA GENERAL CORPORATION ACT**

In lieu of a meeting to liquidate and dissolve, the undersigned, being the Sole Stockholder of the above named corporation, hereby takes the following actions and adopts the following Resolutions by written consent in lieu of a Special Meeting of the Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended; and

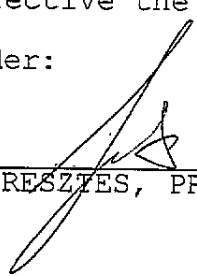
RESOLVED, that in accordance with such plan of liquidation, the officers and directors of the corporation are authorized and directed to:

1. File form 966 within thirty (30) days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a Copy of this Consent;
2. Liquidate the assets of the corporation and provide for the payment of the outstanding debts of the corporation;
3. Distribute the remaining assets of the corporation in reduction and cancellation of the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida; effective FEBRUARY 29, 2000 and
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and

RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation and liquidate and transfer its assets are hereby ratified and confirmed in all aspects.

DATED effective the 29 th. day of FEBRUARY, 2000.

Stockholder:

  
\_\_\_\_\_  
LASZLO KERESZTES, PRESIDENT & 100% SHAREHOLDER