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ROGERS DEMPSEY

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Florida Department of State
Division of Corporations
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Division of Corporations

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From:

Account Name : ROGERS, DEMPSEY AND PALADINO

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DISSOLUTION OR WITHDRAWAL

COX ENERGY, INC.

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November 8, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COX ENERGY, INC.
57 S.W. PALM COVE DRIVE
PALM CITY, FL 34990

SUBJECT: COX ENERGY, INC.
REF: P99000009129

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

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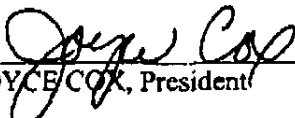
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**ARTICLES OF DISSOLUTION
OF
COX ENERGY, INC.**

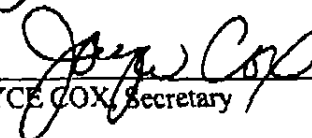
Pursuant to Section 607.1403 of the Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

1. The name of the corporation is COX ENERGY, INC. (hereinafter referred to as "Corporation").
2. The document number for the Corporation is P99000009129 and the filing date for the Corporation's Articles of Incorporation is January 26, 1999.
3. The dissolution of the Corporation was authorized by all of the shareholders and directors of the Corporation by unanimous written consent on November 8, 2007.
4. The dissolution of the Corporation shall be effective on the date that these Articles of Dissolution are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Dissolution this 8th day of November, 2007.



JOYCE COX, President



JOYCE COX, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of November, 2007 by JOYCE COX, who is the President and Secretary of COX ENERGY, INC., a Florida corporation, and who is either personally known to me or who has produced her driver's license as identification.



Notary Public, State of Florida

My Commission Expires:

WGD/Doc2004/Cox Energy, Inc. - Articles of Dissolution



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**WRITTEN ACTION OF THE SOLE DIRECTOR AND SOLE
SHAREHOLDER OF COX ENERGY, INC.**

In accordance with Sections 607.0704 and 607.0821 of the Florida Statutes, the undersigned director and shareholder, constituting the entire Board of Directors and all of the shareholders of COX ENERGY, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, the sole director and shareholder of the Corporation desires to liquidate and dissolve the Corporation;

IT IS HEREBY:

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs;

RESOLVED, that the President of the Corporation is hereby authorized to distribute to the shareholder of the Corporation any assets of the Corporation remaining after the payment of all liabilities and obligations of the Corporation in complete liquidation of the Corporation;

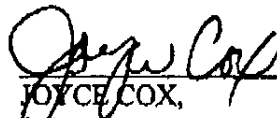
RESOLVED, that the President of the Corporation is authorized, empowered and directed to file all documents that he deems necessary or advisable in order to effectuate the complete liquidation of the Corporation, including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes; and

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed prior to the end of the Corporation's fiscal year ending on November 30, 2007.

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IN WITNESS WHEREOF, the undersigned director and shareholder of the Corporation has executed this written consent to action approving the above Plan of Liquidation for COX ENERGY, INC. this 8th day of November, 2007.


JOYCE COX,
Sole Director and Shareholder

WGD/Doc2007/Cox Energy, Inc. - Plan of Liquidation

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