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DISSOLUTION

PROCOMAC NORTH AMERICA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

PROCOMAC NORTH AMERICA, INC.
207 5TH STREET N
SAINT PETERSBURG, FL 33701

SUBJECT: PROCOMAC NORTH AMERICA, INC.
REF: P99000021722

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.

The attachment consisting of the Special Corporate Action is not attached.

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

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Susan Payne
Senior Section Administrator

FAX Aud. #: H01000070725
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ARTICLES OF DISSOLUTION
OF
PROCOMAC NORTH AMERICA, INC.

The undersigned, as President of PROCOMAC NORTH AMERICA, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: PROCOMAC NORTH AMERICA, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of PROCOMAC NORTH AMERICA, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of PROCOMAC NORTH AMERICA, INC., will be distributed to its Sole Stockholder in accordance with his rights and interest after such assets were used to satisfy the liabilities and obligations of PROCOMAC NORTH AMERICA, INC.
4. Pending Action: There are no actions pending against PROCOMAC NORTH AMERICA, INC., in any court.
5. Stockholder Action: Attached hereto is an executed Special Corporate Action by Written Consent of Sole Stockholder and Director of PROCOMAC NORTH AMERICA, INC., to dissolve the Corporation. A total of 1000 shares out of 1000 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: Theses Articles of Dissolution were approved on the 10th day of May, 2001, and shall be effective as of the date filed with the Florida Department of State.

The undersigned has executed these Articles of Dissolution on the 10th day of May, 2001.

PROCOMAC NORTH AMERICA, INC.,
a Florida corporation

By: 
William J. Fitzsimmons, President

#239165 v1 - PROCOMAC/articles of dissolution and action

Prepared by:
Bruce H. Bokor, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
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TALLAHASSEE, FLORIDA
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WRITTEN CONSENT BY
SOLE STOCKHOLDER AND DIRECTOR
OF
PROCOMAC NORTH AMERICA, INC.

The Sole Stockholder and Director of PROCOMAC NORTH AMERICA, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The Sole Stockholder and Director of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the Sole Stockholder and Directors:

RESOLVED, that the following plan of complete liquidation of PROCOMAC NORTH AMERICA, INC., be and is hereby adopted:

The Officers and Directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the Officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the Sole Stockholder of the Corporation upon cancellation of the shares owned by such Sole Stockholder.

The Officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Sole Stockholder, and cancel his shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

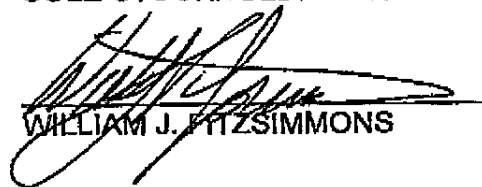
If a reserve is established for claims against the Corporation, the Officers shall arrange for the distribution of any unused balance of the

reserve to the Sole Stockholder as soon as practicable.

The actions of the Officers and Directors of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The undersigned do hereby give their written consent to the foregoing actions.

SOLE STOCKHOLDER AND DIRECTOR:



WILLIAM J. FITZSIMMONS

#239165 v1 - PROCOMAC/articles of dissolution and action