

P99000038319

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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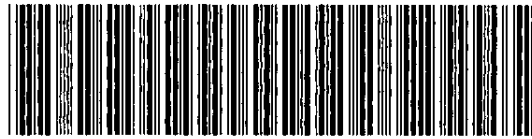
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

D.S.S.

SP

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

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TEL: 239-430-7070 FAX: 239-213-1970
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ATTORNEYS AT LAW

MICHAEL J. VOLPE
239-213-1962
MJVolpe@rkmc.com

August 30, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of Dissolution of DAL Corp., a Florida Corporation**
Our File: 100407.0001

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution of DAL Corp., a Florida Corporation, along with our law firm's check in the amount of \$35.00 for the filing fee.

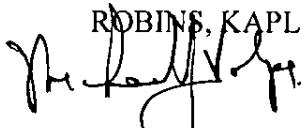
Please file the Articles of Dissolution, and forward a stamped copy to me in the self-addressed stamped envelope enclosed for your convenient.

If you should have any questions, just give me a call.

Thank you.

Very truly yours

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.



Michael J. Volpe

MJV/amw
Enclosure
cc: Thomas Goettel (*via email only*)

**ARTICLES OF DISSOLUTION
OF
DAL CORP., a Florida Corporation**

FILED
07 SEP -4 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is DAL Corp. (the "Corporation") and its Charter Number is P99000038319. It was organized under the laws of the State of Florida on April 28, 1999.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with Section 607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:

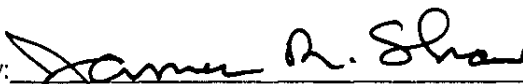
The date the dissolution was authorized is as shown on the attached Exhibit "A".

FIFTH:

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 31 day of July, 2007, in Naples, Florida.

DAL CORP., Florida Corporation,

By: 
JAMES R. SHAW, President

ATTEST:


DENNIS DOWNES, Secretary

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
DAL CORP, A Florida Corporation**

**AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of DAL Corp., a Florida Corporation, acting in accordance with Section 607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

WHEREAS, the Shareholders have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders do hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:


1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and Section 607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The Officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The Officers of the Corporation are authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but not limited to, the following:
 - (a) Executing any and all instruments of conveyance;
 - (b) Paying all taxes and fees;

- (c) Executing all documents required by law to be filed;
 - (d) Retaining professional advisors; and
 - (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the Officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the Shareholders of record according to their respective rights and interests in exchange for their shares in the Corporation.
6. The Effective Date of Dissolution shall be 31st day of July, 2007.

DATED this 31st day of July, 2007.

SHAREHOLDERS:

SHAW DEVELOPMENT, LLC



By: ROBERT D PATTON

Its: President

MEGGITT-USA, INC.



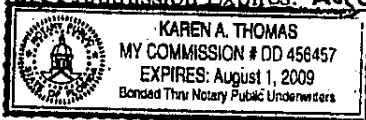
By: ERIC G. LARDIERE

Its: VICE PRESIDENT, SECRETARY & GENERAL COUNSEL

STATE OF Florida
COUNTY OF Collier

The foregoing instrument as acknowledged before me this 31st day of July, 2007 by **ROBERT D. PATTON** as President, on behalf of **SHAW DEVELOPMENT, LLC.**, who is personally known to me or who has produced _____ (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires: August 1, 2009



Signature

Karen A. Thomas
(Type or print name of Notary)

STATE OF _____
COUNTY OF _____

See Attached Acknowledgment

The foregoing instrument as acknowledged before me this ____ day of _____, 2007 by _____ as _____, on behalf of **MEGGITT-USA, INC.**, who is personally known to me or who has produced _____ (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires: _____

Signature

(Type or print name of Notary)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Ventura

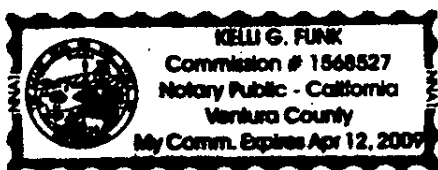
SS.

On July 31, 2007 before me, Kelli G. Funk Notary Public,
personally appeared Eric G. Lardiere

Name(s) of Signer(s)

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kelli G. Funk
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Written Consent to Action by Shareholders of DAL Corp.

Document Date: July 31, 2007 Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: Eric G. Lardiere

- ☐ Individual
- ☒ Corporate Officer — Title(s): VP, Sec & Gen Counsel
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney-in-Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other: _____

Signer Is Representing: Meggitt-USA, Inc.

