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Linda P. Sullivan
% Peter T. Flood

Requester's Name

125 North Airport Road, Suite 202

Address

Naples, FL 34104

City/State/Zip

Phone #

FILED
00 MAR -6 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. _____
(Corporation Name) (Document #) 4000003159304--5
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2. _____
(Corporation Name) (Document #) ***198.75 *****43.75
3. _____
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

Updater ☐ Annual Report

Updater ☐ Fictitious Name
Verifier

Acknowledgement

W. P. Verifier

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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V. SHEPARD MAR 17 2000

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
PANACEA POND INVESTMENT CORP**

FILED
00 MAR -6 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The name of this Corporation is PANACEA POND INVESTMENT CORP, which was duly incorporated on October 25, 1999 by the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation is as follows:

President: Jonathan P. Mason
2009 Lakewood Drive
Sherrodsville, Ohio 44675

Vice-President: Jerry F. Leonard, Jr.
584 Banyan Boulevard
Naples, Florida 34102

Secretary: Jeffrey M. Baiocco
6685 Brandt
Romulus, Michigan 48174

Treasurer: Jeffrey M. Baiocco
6685 Brandt
Romulus, Michigan 48174

III. The name and post office address of each of the directors of the Corporation are as follows:

Jonathan P. Mason
2009 Lakewood Drive
Sherrodsville, Ohio 44675

Jerry F. Leonard
584 Banyan Boulevard
Naples, Florida 34102

Jeffrey M. Baiocco
6685 Brandt
Romulus, Michigan 48174

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. There are no remaining assets or property for distribution to the shareholders.

V. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve the Corporation pursuant to a special meeting of its directors and shareholders. A true copy of the minutes of the special meeting of the directors and shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached hereto and incorporated by reference as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on January 18th, 2000 in Collier County, Florida.

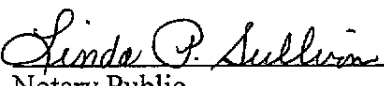
By: 
JONATHAN P. MASON, President

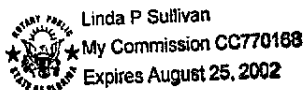
ATTEST:


JEFFREY M. BAIOTTO, Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared **Jonathan P. Mason**, known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution of Panacea Pond Investment Corp on behalf of the corporation.


Notary Public
Linda P. Sullivan
Printed Name of Notary



COMPOSITE EXHIBIT A TO
ARTICLES OF DISSOLUTION
OF
PANACEA POND INVESTMENT CORP

1. Minutes of Special Meeting/Resolution and Liquidation Plan
2. Waiver of Notice of Special Meeting
3. Ratification of Minutes of Special Meeting

**MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
PANACEA POND INVESTMENT CORP**

A special meeting of the directors and shareholders of **PANACEA POND INVESTMENT CORP**, a Florida corporation, was held at the Law Office of Peter T. Flood, Esq. at 125 North Airport Road, Suite 202, Naples, Florida 34109, on January 18th, 2000 at 11:00 a.m. pursuant to a waiver of notice attached hereto.

The following directors were present:

Jonathan P. Mason
2009 Lakewood Drive
Sherrodsville, Ohio 44675

Jerry F. Leonard
584 Banyan Boulevard
Naples, Florida 34102

Jeffrey M. Baiocco
6685 Brandt
Romulus, Michigan 48174

being all of the directors of the Corporation.

The following shareholders were present in person or by proxy:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Proxy</u>
Jonathan P. Mason	10,000	X	
Jerry F. Leonard, Jr.	10,000	X	
Jeffrey M. Baiocco	10,000	X	

Jerry F. Leonard, Jr. acted as chairman and Jeffrey M. Baiocco acted as secretary of the meeting. The chairman declared that all of the directors and shareholders were present, either in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the board of directors and shareholders of the Corporation:

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

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests.

1. The Corporation shall be liquidated pursuant to §333 of the Internal Revenue Code and §§607.257 and 607.261 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets during the calendar month of January, 2000.
3. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made therefor.
4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
5. 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:
 - (a) executing any and all instruments of conveyance;
 - (b) paying all taxes and fees;
 - (c) executing all documents required by law to be filed; and
 - (d) doing all other things necessary or convenient to effect the dissolution of the Corporation.
6. After the provision for, or the 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 all their stock in the Corporation.
7. There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: Jan. 18th, 2000


JERRY F. LEONARD, Chairman


JEFFREY M. BAIOTTO, Secretary

**ASSIGNMENT OF ASSETS
OF
PANACEA POND INVESTMENT CORP**

In complete satisfaction of the rights of **JONATHAN P. MASON AND JERRY F. LEONARD AND JEFFREY M. BAIOTTO**, the shareholders of **PANACEA POND INVESTMENT CORP** (hereinafter referred to as "Corporation") and in consideration for the assumption of the Corporation's liabilities by said shareholders, the undersigned, on behalf of the Corporation, hereby assigns, transfers and conveys all of the Corporation's right, title and interest in and to all its property, both real and tangible, whether known or unknown, to said shareholders as follows:

Corporate Stock (30,000 Shares)

Jonathan P. Mason	10,000 Shares
Jerry F. Leonard	10,000 Shares
Jeffrey M. Baiotto	10,000 Shares

Executed on January 18th, 2000 at Collier County, Florida.

By: _____

JONATHAN P. MASON, President

ATTEST _____

JEFFREY M. BAIOTTO, Secretary

(SEAL)

**RATIFICATION
OF THE MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
PANACEA POND INVESTMENT CORP**

We, the undersigned shareholders (or assignees thereof) and directors of **PANACEA POND INVESTMENT CORP** have read these minutes and hereby approve, ratify and confirm all business transacted as reported herein and in signification of our approval, ratification and confirmation, and of our consent to any and all acts done at this meeting, do hereby sign our names.

1/13/2000



JONATHAN P. MASON



JERRY F. LEONARD, JR.



JEFFREY M. BAIOTTO

**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
PANACEA POND INVESTMENT CORP**

We, the undersigned directors and shareholders, hereby agree and consent that the special meeting of the directors and shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the Corporation and adopting a plan of liquidation of the assets of the Corporation and we hereby waive all notice of the meeting and any adjournment thereof.

Date of Meeting: January 18th, 2000

Time of Meeting: 11:00 a.m.

Place of Meeting: 125 North Airport Road, Suite 202, Naples, Florida 34104

Dated: Jan 18, 2000


JONATHAN P. MASON


JERRY F. LEONARD, JR.


JEFFREY M. BAIOTTO