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DIVISION OF CORPORATIONS

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DISSOLUTION

DJL FINANCIAL SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF DISSOLUTION

OF

DJL FINANCIAL SERVICES, INC.

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DJL FINANCIAL SERVICES, INC., by its President/Secretary, does hereby execute the following Articles of Dissolution in compliance with Section 607.1403, Florida Statutes.

ARTICLE I. NAME OF CORPORATION

DJL FINANCIAL SERVICES, INC. (the "Corporation")

ARTICLE II. AUTHORIZATION OF ARTICLES OF DISSOLUTION

A. Consent The Corporation, by written consent of its sole shareholder, has elected to dissolve. The number of votes cast for dissolution was sufficient for approval.

B. Date Authorized The dissolution of the Corporation was authorized on the 9th day of December, 2003.

IN WITNESS WHEREOF, the undersigned President/Secretary of the Corporation has executed these Articles of Dissolution this 9th day of December, 2003.

DJL FINANCIAL SERVICES, INC.

By: [Signature], President  
DANIEL J. FERRARESI, President/Secretary

This instrument prepared by:  
Thomas Ruffin III, Esq.  
Florida Bar No. 443119  
Teacher Gutter Chavez Joseph  
Rubin Ruffin & Forman, P.A.  
2101 Corporate Boulevard, Ste 107  
Boca Raton, FL 33431

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**PLAN OF LIQUIDATION  
BY VOLUNTARY CONSENT OF SOLE SHAREHOLDER OF  
DJL FINANCIAL SERVICES, INC.**

The undersigned, being the sole Shareholder of DJL FINANCIAL SERVICES, INC. (the "Corporation"), does hereby consent to voluntarily dissolve the Corporation, pursuant to NRS 78.580, and does hereby enter into the following Plan of Liquidation:

1. This Plan is intended to comply with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended.

2. The Corporation shall sell, exchange, or otherwise dispose of or reduce to cash all of its assets, properties and rights (exclusive of those which may be distributed in kind to the Shareholders of the Corporation from time to time).

3. The Officers of the Corporation and the Board of Directors shall make the aforesaid sales, exchanges or other dispositions of the assets, properties and rights of the Corporation, as expeditiously as practicable, and in any event, within twelve (12) months beginning on the date of the adoption of this Plan shall:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this liquidation to be mailed to each known creditor or any claimant of 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 each Shareholder; and
- (d) Proceed to pay and satisfy the Corporation's liabilities and obligations or make adequate provision for payment and discharge thereof, and do all other acts required to liquidate the Corporation's business and affairs.

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4. When all debts, liabilities and obligations of the Corporation have been paid and discharged or adequate provision has been made therefor, and all the remaining property and assets of the Corporation have been distributed to its Shareholders according to their respective rights and interests, the Officers of the Corporation shall, in any event, within twelve (12) months from the adoption of this Plan of Liquidation, file a Certificate of Dissolution with the Secretary of State of Florida.

5. The appropriate officers of the Corporation are hereby directed to pay all fees, taxes, expenses and costs, and to do all other and further acts and deeds as they may deem necessary and proper to effectuate the purpose and intent of this Plan of Liquidation.

DATED this 9<sup>th</sup> day of December, 2003.

DJL FINANCIAL SERVICES, INC.

By:   
DANIEL J. FERRARESI, Sole Shareholder

This instrument prepared by:  
Thomas Ruffin III, Esq.  
Florida Bar No. 442119  
Teacher Gutter Claves Joseph  
Ruffin Ruffin & Foreman, P.A.  
2101 Corporate Boulevard, Ste 107  
Boca Raton, FL 33437

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