

Filing Fee: \$50.00

ID Number: 000097949



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

2012 DEC 21 AM 11:05
SECRETARY OF STATE
CORPORATIONS DIV.

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- 1. The name of the corporation is Millennium Direct, Inc.
2. The dissolution was approved by (check one):
[checked] consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.
or
[ ] by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing.

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: FILED
DEC 21 2012
BY 0186074
11:05

Signature of Authorized Officer of the Corporation
Paul C. Hansen Paul C Hansen
Type or Print Name of Authorized Officer

COPY

**UNANIMOUS CONSENT OF SHAREHOLDER OF**  
**MILLENNIUM DIRECT, INC.**  
**RE: DISSOLUTION OF THE CORPORATION**

The undersigned, Paul C. Hanson, President of Millennium Direct, Inc. does hereby warrant and certify that he is the sole shareholder of Millennium Direct, Inc., a Rhode Island Corporation (hereinafter referred to as the "Corporation"), and owning 100% of the stock thereof, does hereby unanimously consent to and adopt the following action, without a meeting, pursuant to Rhode Island General Laws § 7-1.2-707:

- RESOLVED: That the Corporation shall be voluntarily dissolved.
- RESOLVED: That all debts, obligations and liabilities of the Corporation shall be paid and discharged.
- RESOLVED: That President, Paul C. Hanson, is hereby authorized for and on behalf of the Company to execute and deliver any and all instruments necessary to carry out and complete the winding up of the Corporation and file Articles of Dissolution with the Rhode Island Secretary of State.

WITNESS my hand this \_\_\_\_ day of July, 2012, as the President and sole shareholder of Millennium Direct, Inc.



Paul C. Hanson

2012 DEC 21 AM 11:05  
SECRETARY OF STATE  
CORPORATIONS DIV



STATE OF RHODE ISLAND AND  
 PROVIDENCE PLANTATIONS  
 DEPARTMENT OF ADMINISTRATION  
 DIVISION OF TAXATION  
 ONE CAPITOL HILL  
 PROVIDENCE, RI 02908

RECEIVED  
 DEC 06 2012

PETER BRENT REGAN ESQ  
 SAYER REGAN AND THAYER LLP  
 130 BELLEVUE AVENUE  
 NEWPORT, RI 02840

## LETTER OF GOOD STANDING

It appears from our records that **MILLENNIUM DIRECT INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **12/04/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

### DISSOLUTION

Very truly yours,

David M. Sullivan  
 Tax Administrator

Steven A. Cobb  
 Chief Revenue Agent  
 Office Audit and Discovery

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 SECRETARY OF STATE  
 CORPORATIONS DIV  
 2012 DEC 21 AM 11:05

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DEC 21 2012

BY 186076  
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