

ENGELBERG, CANTOR & LEONE, P.A.

ATTORNEYS AT LAW
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3230 STIRLING ROAD
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125 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

M 41067

December 1, 1996

700002027307--7
-12/12/96--01060--004
*****87.50 *****87.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Rainbow Village, Inc.
Articles of Dissolution

Dear Sir/Madam:

On behalf of the above-referenced corporation, we have enclosed herein the Articles of Dissolution for Rainbow Village, Inc. along with our firm's check in the amount of Eighty-Seven Dollars and 50/100 (\$87.50) made payable to the Secretary of State.

Please forward to our Hollywood office a certified copy of said Articles of Dissolution as soon as possible.

If you have any questions or comments, please do not hesitate to contact our office.

Sincerely,

Frederick Leone, Jr.
FREDERICK LEONE, JR.
For the Firm

FL:nh
Enclosures
cc. Mr. Ira Drescher

APPROVED
AND
FILED
57 JAN 10 AM 2 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00789/239
00789/239



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

ENGELBERG, CANTOR & LEONE, P.A.
% FREDERICK LEONE
3230 STIRLING ROAD
HOLLYWOOD, FL 33021

SUBJECT: RAINBOW VILLAGE, INC.
Ref. Number: M41067

We have received your document for RAINBOW VILLAGE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution. ***

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

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 496A00057214

***Statement is attached to the document.

*Jan 10. 97
M41067
Vol dissolved machine Corp
X cert copy*

**ARTICLES OF DISSOLUTION
OF
RAINBOW VILLAGE, INC.**

THE UNDERSIGNED Directors of Rainbow Village, Inc. (the "Corporation"), with the approval of the shareholders of the Corporation, and pursuant to the provisions of Florida Statutes Section 607.1006, hereby file the following Articles of Amendment to the Articles of Incorporation of the Corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Rainbow Village, Inc.

**ARTICLE II
DATE OF AUTHORIZATION**

The dissolution of the Corporation was authorized by the vote of its shareholders on November 25, 1996.

**ARTICLE III
SHAREHOLDERS' APPROVAL**

The dissolution of the Corporation was approved by the unanimous vote of its shareholders.

IN WITNESS WHEREOF, the undersigned Directors of the Corporation have made, subscribed and acknowledged these Articles of Amendment to the Articles of Incorporation this 24 day of November, 1996.
December

Henrice R. Hase
Karla Colley
Henrice R. Hase
Karla Colley

[Signature]
IRA DRESCHER, Director

[Signature]
FRANCISCO VIDAL, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 10 PM 2:11

APPROVED
AND
FILED

ACKNOWLEDGEMENT

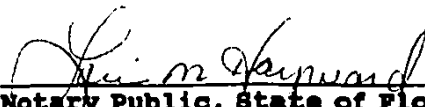
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, personally appeared IRA DRESCHER, who is personally known to me to be the person described in, and who executed, the foregoing instrument, and who did take an oath, and he acknowledged before me that he had executed the same.

PROVIDED FLORIDA DRIVER LICENSE D626-400-34-295-0
WITNESS my hand and official seal in the County and State last aforesaid this 9th day of December, 1996.




Notary Public, State of Florida

My Commission Expires:

Print Name: LORI M. HAYWARD

Print Title: NOTARY PUBLIC

Serial No.: CC-587052

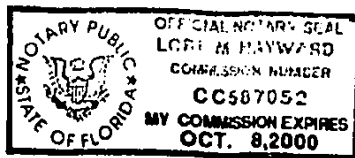
ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF *BROWARD*

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, personally appeared **FRANCISCO VIDAL**, who is personally known to me to be the person described in, and who executed, the foregoing instrument, and who did take an oath, and he acknowledged before me that he had executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of December, 1996.



Lori M. Hayward
Notary Public, State of Florida

My Commission Expires: 10/8/2000
Print Name: LORI M. HAYWARD
Print Title: NOTARY PUBLIC
Serial No.: CC587052

A F F I D A V I T

STATE OF FLORIDA

COUNTY OF BROWARD

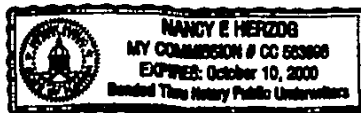
I, the undersigned, as President of RAINBOW VILLAGE, INC. (the "Corporation"), having been duly sworn, declare to the undersigned officer that the Corporation has no intention of revoking its voluntary dissolution and that its name is available for immediate use by any other corporation.

RAINBOW VILLAGE, INC.
("Corporation")

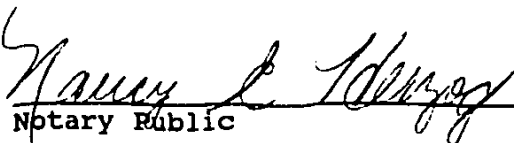
By: 

IRA DRESCHER, President

SUBSCRIBED, SWORN TO, AND ACKNOWLEDGED before me by IRA DRESCHER, in his capacity as President of RAINBOW VILLAGE, INC., on the 6 day of Jan, 1997. IRA DRESCHER is personally known to me.



(NOTARY SEAL)


Notary Public

My Commission Expires: