

GREENBERG  
ATTORNEYS AT LAW

TRAURIG

N96000000 1862

December 9, 1997

*Via Federal Express*

Florida Department of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

800002368208-3  
-12/10/97-01065-011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Dissolution of Fred J. Brotherton Foundation, Inc.**

Ladies and Gentlemen:

I have enclosed the following:

1. Articles of Dissolution of Fred J. Brotherton Foundation, Inc.
2. Report of Distribution of Assets of Fred J. Brotherton Foundation, Inc. upon  
Dissolution Pursuant to Section 617.1406 F.S.
3. Check in the amount of \$87.50 for the filing fee.

The Fred J. Brotherton Foundation, Inc., a Florida not-for-profit corporation (the "Corporation") is transferring all of its assets to the Fred J. Brotherton Foundation Charitable Trust dated June 27, 1997 (the "Charitable Trust"). This transfer is being made pursuant to Treasury Regulation 1.507-3(a)(9)(i) which permits a private foundation to change form from a not-for-profit corporation to a charitable trust controlled by the same persons.

The Corporation is changing its form from a not-for-profit corporation to a trust by transferring all of its assets to the Charitable Trust. Both the Corporation and the Charitable Trust are controlled by the same individual, Fred J. Brotherton. Fred J. Brotherton controls the Corporation by virtue of being the sole member of the Corporation, thereby having the power to appoint the board of directors, and he controls the Charitable Trust by virtue of his being the Trustee of the Charitable Trust.

The Charitable Trust has been recognized as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code. A copy of the determination letter from the IRS dated September 13, 1997 (the "Determination Letter") is attached as Exhibit "D" to the Report.

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.  
ONE BOCA PLACE SUITE 419 2255 GLADES ROAD BOCA RATON, FLORIDA 33431 561-998-9040 FAX 561-994-8898  
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO  
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 10 PM 2:47

Dues  
12/15

Florida Department of State  
December 9, 1997  
Page 2

Section 617.1406(3)(c) Florida Statutes permits a not-for-profit corporation to dissolve, as long as all of its assets are distributed to a charitable organization which has similar purposes to the corporation being dissolved. The Charitable Trust has the same purposes as those of the Corporation, and the Charitable Trust has been recognized as a charitable organization pursuant to the Determination Letter. Accordingly, the transfer the assets from the Corporation to the Charitable Trust is permitted by Florida Statutes, and by the Articles of Incorporation of the Corporation, as amended.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Marvin A. Kirsner

Enclosures

cc: Mr. Fred J. Brotherton  
Carol MacMillan Stanley, Esquire  
Steve Corso, C.P.A.

MAK:pac

WPB/KIRSNERM/172897/3p#p01!.DOC/12/09/97

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

December 18, 1997

*Personal & Confidential*

Ms. Louise Jackson  
Document Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Dissolution of Fred J. Brotherton Foundation, Inc.**  
**Document No.: N96000001862**  
**Letter No.: 597A00058893**

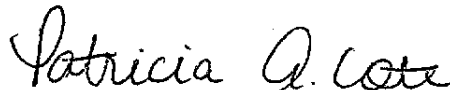
Dear Ms. Jackson:

Pursuant to our telephone conversation today, I have enclosed the original Report of Distribution of Assets of Fred J. Brotherton Foundation, Inc. Upon Dissolution Pursuant to Section 617.1406 F.S.

As we discussed, you will attached this original Report to the Articles of Dissolution for the above referenced corporation which were filed on December 10, 1997. I have attached a copy of this Report to the Certified Copy of the Articles of Dissolution that were returned to our office.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Patricia A. Cote, CLA  
Legal Assistant to  
Marvin A. Kirsner

Enclosure

WPB/COTEP/174292/3qhg011.DOC/12/18/97

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.  
ONE BOCA PLACE SUITE 419A 2255 GLADES ROAD BOCA RATON, FLORIDA 33431 561-998-9040 FAX 561-994-8898  
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO  
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

**ARTICLES OF DISSOLUTION**  
of  
**FRED J. BROTHERTON FOUNDATION, INC.**  
A Florida Corporation

FILED IN STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
91 DEC 10 PM 2:41

The undersigned, as President and Secretary of Fred J. Brotherton Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), desiring to dissolve the Corporation pursuant to Section 617.1406 of the Florida Corporation Not-For-Profit Act, hereby state as follows:

1. The names and addresses of the officers of the corporation are as follows:

President: Fred J. Brotherton

Secretary: Fred J. Brotherton

Treasurer: Fred J. Brotherton

2. The names and addresses of its directors are as follows:

Fred J. Brotherton  
12850 Forest Hill Boulevard  
Wellington, Florida 33414

Wayne Brotherton  
833 Ramapo Valley Road  
Oakland, New Jersey 07436

Dr. William Brotherton  
70 Elizabeth Lane  
Mahwah, New Jersey 07430

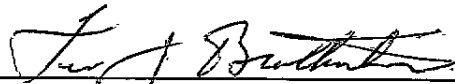
3. All debts, obligations and liabilities of the corporation have been paid or adequate provision has been made therefore.

4. There are no actions pending against the corporation in any court and there is no outstanding judgment, order, or judicial decree against said corporation.

5. All remaining party and assets of the corporation have been distributed to the Fred J. Brotherton Foundation, a charitable trust, organized and operated exclusively for charitable purposes, and recognized by the Internal Revenue Service as an organization described in Section 501( c)(3) of the Internal Revenue Code of 1986.

6. The Board of Directors of the Corporation and the Sole Member of the Corporation have consented to the dissolution of this Corporation pursuant to an unanimous written consent executed by all directors and members of corporation pursuant to Section 617.0821 F.S.

7. The dissolution of the corporation is to be effective immediately.

  
Fred J. Brotherton, President

Attest:

  
Fred J. Brotherton, Secretary

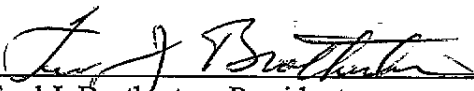
**REPORT OF DISTRIBUTION OF ASSETS OF  
FRED J. BROTHERTON FOUNDATION, INC.  
UPON DISSOLUTION PURSUANT TO SECTION 617.1406 F.S.**

The undersigned, being the President of the Fred J. Brotherton Foundation, Inc., a Florida corporation not-for-profit (the "Corporation") hereby certifies as follows:

1. All of the assets of the Corporation as set out in Exhibit "A" have been distributed to the Fred J. Brotherton Foundation, a charitable trust dated June 27, 1997, Federal Employer I.D. No. 65-0774706 (the "Trust"), pursuant to the Blanket Assignment of Assets, attached as Exhibit "B." A receipt signed by the Trustee of the Trust, acknowledging receipt of the assets of the Corporation is attached as Exhibit "C."
2. The Trust has been recognized as an organization exempt from taxation pursuant to Section 501( c)(3) of the Internal Revenue Code of 1986. A copy of the IRS determination letter recognizing the Trust as a charitable organization pursuant to Section 501( c)(3) of the Internal Revenue Code is attached as Exhibit "D" hereto.
3. All of the creditors of the Corporation have been paid in full.
4. No assets of the Corporation have been distributed to any other person or entity.
5. The distribution of the assets of the Corporation to the Trust is being made pursuant to the Plan of Distribution adopted by the Board of Directors and Sole Member of the Corporation as set out in Exhibit "E."
6. This Report is being filed in order to comply with the provisions of Section 617.1406 F.S.
7. Articles of Dissolution of the Corporation (attached as Exhibit "F") have been executed, and will be filed with the Division of Corporations.


Dated this 28 day of November, 1997.

FRED J. BROTHERTON FOUNDATION, INC.

By:   
Fred J. Brotherton, President

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

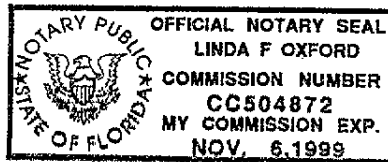
BEFORE ME, the undersigned authority, personally appeared FRED J. BROTHERTON, as President of Fred J. Brotherton Foundation, Inc., who, being duly sworn deposes and says that he has read and executed the foregoing instrument, on behalf of such corporation, on this 28 day of November, 1997. He is personally known to me  or produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)

\_\_\_\_\_  
(Type or print name)

NOTARY SEAL

WPB/KIRSNERM/171964/3\_\_s011.DOC/11/20/97



**EXHIBIT "A"**  
**ASSETS OF CORPORATION**

Barnett Bank Account No. 1611785936	\$ 1,996,157.76
Merrill Lynch Working Capital Management Account No. 761-04189	\$ 3,974,000.00



EXHIBIT "B"

BLANKET ASSIGNMENT OF ASSETS FROM CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT FRED J. BROTHERTON FOUNDATION, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, Party of the First Part, in accordance with the laws of the State of Florida regarding dissolution, has granted, bargained, assigned, transferred, set over and delivered, and, by these presents, does grant, assign, bargain, transfer, set over and deliver unto the Fred J. Brotherton Foundation, Inc., a charitable trust organized and operated exclusively for charitable purposes, Party of the Second Part, and its assigns, all of its assets, including, but not limited to, all cash, notes, accounts receivable, investments, intangible assets and contract rights.

TO HAVE AND TO HOLD the same unto Party of the Second Part of its assigns forever.

This action taken the 28 day of November, 1997.

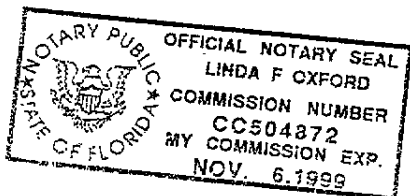
FRED J. BROTHERTON FOUNDATION, INC.

By: *Fred J. Brotherton*  
Fred J. Brotherton, President

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH        )

BEFORE ME, the undersigned authority, personally appeared FRED J. BROTHERTON, as President of Fred J. Brotherton Foundation, Inc., who, being duly sworn deposes and says that he has read and executed the foregoing instrument, on behalf of such corporation, on this 28 day of November, 1997. He is personally known to me  or produced \_\_\_\_\_ as identification.

*Linda F. Oxford*  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)



\_\_\_\_\_  
(Type or print name)

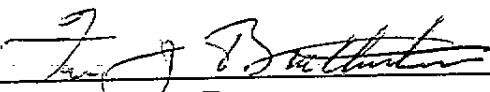
NOTARY SEAL:

EXHIBIT "C"

RECEIPT BY TRUSTEE

The undersigned being the Trustee of the Fred J. Brotherton Foundation under Trust Agreement dated June 27, 1997 (the "Trust") a charitable trust recognized as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, hereby acknowledges receipt of the assets set out in Exhibit "A" from the Fred J. Brotherton Foundation, Inc., a Florida corporation not-for-profit (the "Corporation"). Such assets have been distributed to the Trust pursuant to the Plan of Dissolution adopted by the Corporation.

Dated: November <sup>28</sup> 21, 1997

  
\_\_\_\_\_  
Fred J. Brotherton, Trustee

**EXHIBIT "A"**  
**ASSETS OF CORPORATION**

Barnett Bank Account No. 1611785936	\$ 1,996,157.76
Merrill Lynch Working Capital Management Account No. 761-04189	\$ 3,974,000.00

EXHIBIT 'D'

DEPARTMENT OF THE TREASURY

INTERNAL REVENUE SERVICE  
DISTRICT DIRECTOR  
P. O. BOX 2508  
CINCINNATI, OH 45201

Date:

SEP 19 1987

FRED J BROTHERTON CHARITABLE  
FOUNDATION  
C/O MARVIN A KIRSNER  
2255 GLADES RD STE 300 E  
BOCA RATON, FL 33431

Employer Identification Number:  
65-0774706  
DLN:  
17053239068007  
Contact Person:  
D. A. DOWNING  
Contact Telephone Number:  
(513) 241-5199  
Accounting Period Ending:  
September  
Addendum Applies:  
Yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that, as indicated in your application, you are a private foundation within the meaning of section 509(a) of the Code. In this letter we are not determining whether you are an operating foundation as defined in section 4942(j)(3).

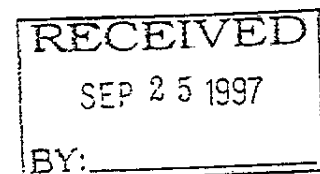
If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA). However, since you are a private foundation, you are subject to excise taxes under chapter 42 of the Code. You also may be subject to other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other

Letter 1076 (DO/CG)



FRED J BROTHERTON CHARITABLE

participation in fundraising activities for charity.

You are required to file Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as a Private Foundation. Form 990-PF must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection within 180 days after the date of publication of its availability, and you must publish the notice of availability no later than the date required for filing the return. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day for each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

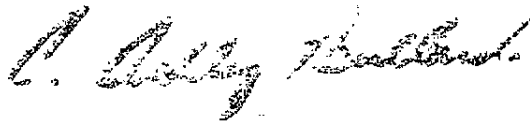
Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

-3-

FRED J BROTHERTON CHARITABLE

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "J. J. Brotherton", written over a faint, illegible typed name.

District Director

Letter 1076 (DO/CG)

EXHIBIT 'E'

**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS AND SOLE MEMBER OF  
FRED J. BROTHERTON FOUNDATION, INC.  
IN LIEU OF DIRECTORS AND MEMBERS MEETING**

Pursuant to the authority contained in Sections 607.0821 of the Florida Statutes, the undersigned being the Directors and Sole Member of Fred J. Brotherton, Inc., a Florida corporation not-for-profit, the Board of Directors and the Sole Member of the Corporation hereby unanimously adopt the following resolution, without a meeting:

WHEREAS, the Corporation was formed by Fred J. Brotherton, as the Incorporator and sole member of the Corporation in order to conduct operations as a charitable foundation; and

WHEREAS, the Incorporator and sole member, Fred J. Brotherton, desires to have the charitable foundation operations of the Corporation conducted through the vehicle of an irrevocable charitable trust; and

WHEREAS, the Incorporator and sole member, Fred J. Brotherton, has created an irrevocable charitable trust, known as the Fred J. Brotherton Foundation, under trust agreement dated June 27, 1997 (the "Charitable Trust"); and

WHEREAS, the Charitable Trust has obtained a determination letter from the Internal Revenue Service stating that the Charitable Trust is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, pursuant to a determination letter dated September 19, 1997; and

WHEREAS, the Incorporator and benefactor desires to have all of the assets of the Corporation conveyed to the Charitable Trust, pursuant to the provisions of Treasury Regulation Section 1.507-3(a)(9)(i), which permits a charitable organization operating as a corporation to be converted to a charitable trust by a distribution of the assets of such corporation to a charitable trust; and

WHEREAS, Article 13 of the Articles of Incorporation of the Corporation require that upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to an organization

described in Section 170(b)(1)(A) which has been in existence for a period of sixty months; and

WHEREAS, the Charitable Trust has been in existence for less than sixty months; and

WHEREAS, the Board of Directors and sole member of the Corporation desire to amend the Articles of Incorporation to permit the distribution of assets of the Corporation to the Charitable Trust it is therefore:

RESOLVED, that the Corporation shall amend its Articles of Incorporation, pursuant to the attached copy of the Articles of Amendment, in order to amend Article 13 to permit a distribution of the assets of the Corporation to the Charitable Trust;

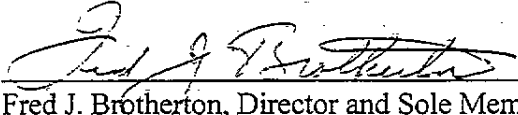
FURTHER RESOLVED, that the Corporation shall pay all creditors of the Corporation or set apart such amounts as may be necessary to pay off any such creditors; and

FURTHER RESOLVED, upon the filing of the Articles of Amendment set out above permitting the distribution of the assets of the Corporation to the Charitable Trust, the Corporation shall distribute all of its remaining assets to the Charitable Trust; and

FURTHER RESOLVED, upon the distribution of the assets of the Corporation to the Charitable Trust, the Board of Directors of the Corporation shall cause Articles of Dissolution of the Corporation to be filed; and

FURTHER RESOLVED, that the directors and officers of the Corporation are hereby authorized to take such action as is reasonably necessary to carry out the intent of this Resolution.

This Action is adopted this 7 day of October, 1997.

  
Fred J. Brotherton, Director and Sole Member

\_\_\_\_\_  
Ronald Brotherton, Director

\_\_\_\_\_  
Wayne Brotherton, Director

\_\_\_\_\_  
William Brotherton, Director



described in Section 170(b)(1)(A) which has been in existence for a period of sixty months; and

WHEREAS, the Charitable Trust has been in existence for less than sixty months; and

WHEREAS, the Board of Directors and sole member of the Corporation desire to amend the Articles of Incorporation to permit the distribution of assets of the Corporation to the Charitable Trust it is therefore:

RESOLVED, that the Corporation shall amend its Articles of Incorporation, pursuant to the attached copy of the Articles of Amendment, in order to amend Article 13 to permit a distribution of the assets of the Corporation to the Charitable Trust;

FURTHER RESOLVED, that the Corporation shall pay all creditors of the Corporation or set apart such amounts as may be necessary to pay off any such creditors; and

FURTHER RESOLVED, upon the filing of the Articles of Amendment set out above permitting the distribution of the assets of the Corporation to the Charitable Trust, the Corporation shall distribute all of its remaining assets to the Charitable Trust; and

FURTHER RESOLVED, upon the distribution of the assets of the Corporation to the Charitable Trust, the Board of Directors of the Corporation shall cause Articles of Dissolution of the Corporation to be filed; and

FURTHER RESOLVED, that the directors and officers of the Corporation are hereby authorized to take such action as is reasonably necessary to carry out the intent of this Resolution.

This Action is adopted this \_\_\_\_\_ day of October, 1997.

\_\_\_\_\_  
Fred J. Brotherton, Director and Sole Member

\_\_\_\_\_  
Ronald Brotherton, Director

  
\_\_\_\_\_  
Wayne Brotherton, Director

\_\_\_\_\_  
William Brotherton, Director

described in Section 170(b)(1)(A) which has been in existence for a period of sixty months; and

WHEREAS, the Charitable Trust has been in existence for less than sixty months; and

WHEREAS, the Board of Directors and sole member of the Corporation desire to amend the Articles of Incorporation to permit the distribution of assets of the Corporation to the Charitable Trust it is therefore:

RESOLVED, that the Corporation shall amend its Articles of Incorporation, pursuant to the attached copy of the Articles of Amendment, in order to amend Article 13 to permit a distribution of the assets of the Corporation to the Charitable Trust;

FURTHER RESOLVED, that the Corporation shall pay all creditors of the Corporation or set apart such amounts as may be necessary to pay off any such creditors; and

FURTHER RESOLVED, upon the filing of the Articles of Amendment set out above permitting the distribution of the assets of the Corporation to the Charitable Trust, the Corporation shall distribute all of its remaining assets to the Charitable Trust; and

FURTHER RESOLVED, upon the distribution of the assets of the Corporation to the Charitable Trust, the Board of Directors of the Corporation shall cause Articles of Dissolution of the Corporation to be filed; and

FURTHER RESOLVED, that the directors and officers of the Corporation are hereby authorized to take such action as is reasonably necessary to carry out the intent of this Resolution.

This Action is adopted this \_\_\_\_\_ day of October, 1997.

\_\_\_\_\_  
Fred J. Brotherton, Director and Sole Member

\_\_\_\_\_  
Ronald Brotherton, Director

\_\_\_\_\_  
Wayne Brotherton, Director

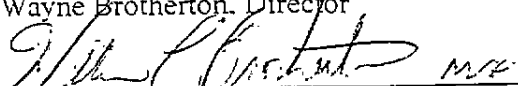
  
\_\_\_\_\_  
William Brotherton, Director

EXHIBIT 'F'

**ARTICLES OF DISSOLUTION  
of  
FRED J. BROTHERTON FOUNDATION, INC.  
A Florida Corporation**

The undersigned, as President and Secretary of Fred J. Brotherton Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), desiring to dissolve the Corporation pursuant to Section 617.1406 of the Florida Corporation Not-For-Profit Act, hereby state as follows:

1. The names and addresses of the officers of the corporation are as follows:

President: Fred J. Brotherton

Secretary: Fred J. Brotherton

Treasurer: Fred J. Brotherton

2. The names and addresses of its directors are as follows:

Fred J. Brotherton  
12850 Forest Hill Boulevard  
Wellington, Florida 33414

Wayne Brotherton  
833 Ramapo Valley Road  
Oakland, New Jersey 07436

Dr. William Brotherton  
70 Elizabeth Lane  
Mahwah, New Jersey 07430

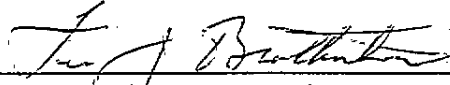
3. All debts, obligations and liabilities of the corporation have been paid or adequate provision has been made therefore.

4. There are no actions pending against the corporation in any court and there is no outstanding judgment, order, or judicial decree against said corporation.

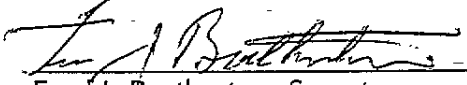
5. All remaining party and assets of the corporation have been distributed to the Fred J. Brotherton Foundation, a charitable trust, organized and operated exclusively for charitable purposes, and recognized by the Internal Revenue Service as an organization described in Section 501( c)(3) of the Internal Revenue Code of 1986.

6. The Board of Directors of the Corporation and the Sole Member of the Corporation have consented to the dissolution of this Corporation pursuant to an unanimous written consent executed by all directors and members of corporation pursuant to Section 617.0821 F.S.

7. The dissolution of the corporation is to be effective immediately.

  
\_\_\_\_\_  
Fred J. Brotherton, President

Attest:

  
\_\_\_\_\_  
Fred J. Brotherton, Secretary