

P00000059211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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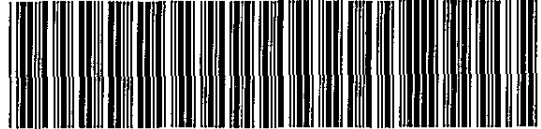
(Business Entity Name)

(Document Number)

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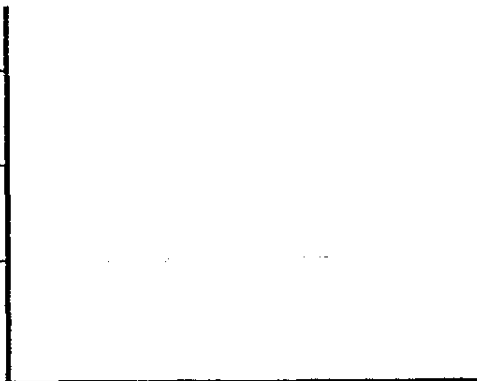
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*AJR*  
*01/13/03*

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #



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

1. 2501 Bay Shore Drive Corp. 900-59211  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

**NEW FILINGS**

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

**AMENDMENTS**

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

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF DISSOLUTION  
OF  
2501 Bay Isle Drive Corp.**

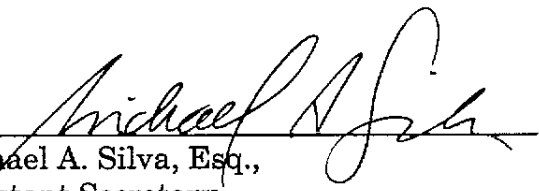
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TALLAHASSEE, FLORIDA

1. The name of this corporation is 2501 Bay Isle Drive Corp.

2. 2501 Bay Isle Drive Corp., elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and all the Directors, which Written Consent was effective as of the 2-7-03. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 2-7-03.

2501 BAY ISLE DRIVE CORP.  
a Florida corporation

By:   
Michael A. Silva, Esq.,  
Assistant Secretary

**UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND DIRECTOR  
OF  
2501 BAY ISLE DRIVE CORP.**

The undersigned, being the sole Shareholder and Director of 2501 Bay Isle Drive Corp., a Florida corporation (the "Corporation"), does hereby consent to the adoption and approval of the following resolutions:

Adoption of Florida Capital Contribution

WHEREAS, the Director of this Corporation deems it advisable and in the best interest of the Corporation and its sole Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Director finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.
4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.
5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

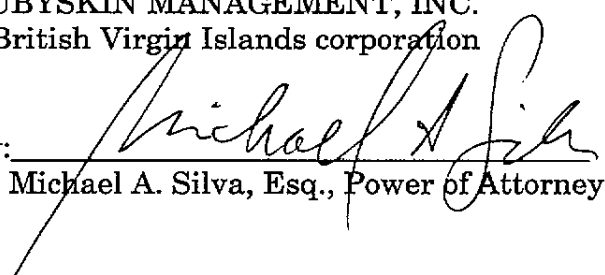
Other Actions by Officers and Director

RESOLVED, that any and all actions taken since the last meeting of the Shareholder and Director of this Corporation by the Director and officers of this Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

Effective Date: February 7, 2003.

RUBYSKIN MANAGEMENT, INC.  
a British Virgin Islands corporation

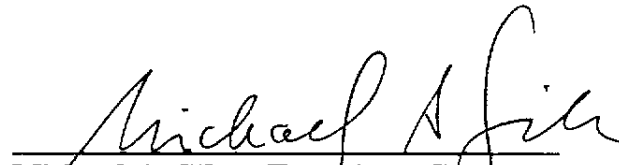
By: \_\_\_\_\_

  
Michael A. Silva, Esq., Power of Attorney

**CERTIFICATE OF SECRETARY**

I HEREBY CERTIFY that I am the duly elected and acting Assistant Secretary of 2501 Bay Isle Drive Corp., that Exhibit A attached hereto is a true and exact copy of resolutions adopted by the sole Shareholder and all of the Directors of 2501 Bay Isle Drive Corp., as of the 7<sup>th</sup> day of February, 2003, in conformity with the Articles of Incorporation and the By-laws of said corporation; and that such resolutions have not been rescinded or modified and remain in full force and effect.

WITNESS my hand and seal of 2501 Bay Isle Drive Corp., on this 7<sup>th</sup> day of February, 2003.

  
\_\_\_\_\_  
Michael A. Silva, Esq., Asst. Secretary

(Seal)

## **EXHIBIT "A"**

### **PLAN OF COMPLETE LIQUIDATION**

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.
4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.
5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.