

MEYER HOLDINGS, INC

P93000028173

1555 Palm Beach Lakes Boulevard  
Suite #1510  
West Palm Beach, Florida 33401  
(561) 686-1008

December 4, 1997

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-12/08/97--01036--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Reference: Dissolution of Corporation

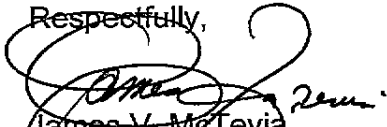
Gentlemen:

Please find enclosed the following documents in connection with the dissolution of Meyer Holdings, Inc., a Florida corporation:

1. Articles of Dissolution.
2. Waiver of Notice of Special Meeting of the Board of Directors and Shareholders.
3. Minutes of Special Meeting of the Board of Directors.
4. Minutes of Special Meeting of the Shareholders.
5. Check payable to Florida Secretary of State in the amount of \$35.

If you have any questions or require additional information, please contact me at (810) 774-5580. Otherwise, please proceed accordingly.

Respectfully,



James V. McTevia  
Meyer Holdings, Inc.

JVMcT:kp

Enclosures

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 TALLAHASSEE, FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION

OF

Meyer Holdings, Inc., a Florida Corporation

ARTICLE I.

The name of this corporation is Meyer Holdings, Inc.

Charter Number P93000028173.

ARTICLE II.

The names and respective addresses of the Officers and Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James V. McTevia President and Sole Director	504 Mainsail Circle Jupiter, Florida 33477

ARTICLE III.

All liabilities and obligations of the corporation have been paid and/or discharged and/or adequate provision has been made therefore.

ARTICLE IV.

All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights, or that no property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

ARTICLE V.

There are no actions pending against the corporation in any court and/or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.


ARTICLE VI.

A copy of the written consent of all shareholders is attached to these articles of dissolution as Exhibit "A".

ARTICLE VII.

A copy of the resolution dissolving the corporation is attached hereto and made a part hereof as Exhibit "B".

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution, this the 1st day of December 1997.

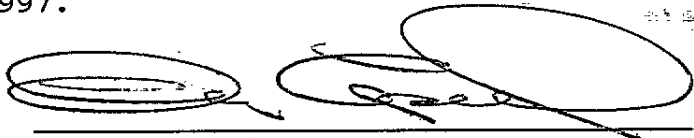
  
James V. McLevia  
Sole Director

STATE OF FLORIDA, )  
 ) ss.  
COUNTY OF PALM BEACH. )

BEFORE ME, the undersigned authority, duly authorized to take and administer oaths, personally appeared James V. McTevia, \_\_\_\_\_ and \_\_\_\_\_,  personally known by me to be the person or  who presented the following identification: \_\_\_\_\_

and who executed the foregoing Articles of Dissolution of MEYER HOLDINGS, INC., a Florida corporation, and acknowledged before me that they executed those Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this the 1st day of December, 1997.



Notary Public

My commission expires: \_\_\_\_\_

( S E A L )

**ANDY COPELAND**  
Notary Public, State of Florida  
My Comm. Expires Jan. 19, 1998  
No. CC 342959  
Bonded Thru Official Notary Service

WAIVER OF NOTICE OF SPECIAL MEETING OF THE BOARD OF  
DIRECTORS AND SHAREHOLDERS OF  
**Meyer Holdings, Inc., A Florida Corporation**

WE, the undersigned, being all of the Directors and Shareholders of the above Corporation, hereby agree and consent that a special meeting of the Board of Directors and Shareholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment(s) thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment(s) thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

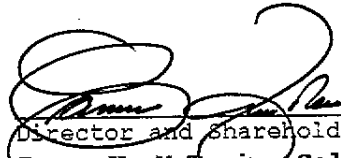
PLACE OF MEETING: 504 Mainsail Circle, Jupiter, FL 33477

TIME OF MEETING: 10:00 A.M.

DATE OF MEETING: December 1, 1997.

PURPOSE OF MEETING: To adopt a resolution recommending the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of shareholders which can be by special meeting, after notice to all shareholders, in writing, unless they waive notice of a special meeting as well.

DATED: December 1, 1997.

  
\_\_\_\_\_  
Director and Shareholder  
James V. McTevia, Sole Director  
and Sole Shareholder

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF  
Meyer Holdings, Inc., a Florida Corporation

A special meeting of the Board of Directors of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors and Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

All of the members of the Board of Directors and Shareholders being present, the meeting was called to order by the President. The President presented a plan of dissolution to the meeting. After discussion, upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Board of Directors recommend that the corporation be dissolved and direct that the question of such dissolution be submitted to a vote at a meeting of shareholders which may be by special meeting; and it was further

FURTHER RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to carry out the provisions of said plan.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Secretary

  
James V. McTevis, President  
and Solé Director.

Approved: \_\_\_\_\_

President

MINUTES OF SPECIAL MEETING OF THE SHAREHOLDERS OF  
Meyer Holdings, Inc., a Florida Corporation

A special meeting of the Shareholders of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

All of the Shareholders being present, the meeting was called to order by the President and the resolution adopted by the Board of Directors was presented to the meeting. After discussion, upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the corporation be dissolved to comply with Florida Statutes 607.257, 607.261 and 607.267 and that the proper parties are authorized and directed to execute the articles of dissolution for the Secretary of State and pay the appropriate filing fees.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Secretary

  
James V. McTevia, President  
and Sole Director

Approved:

  
Shareholder: James V. McTevia  
Sole Shareholder

Shareholder