

# P 95000012334



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To: COLUMBIA SIMRNA GROUP, INC.

Date: 3/7/00

**INSTRUCTIONS FOR FILING THE ENCLOSED STATE RETURN**

Return FLORIDA State ARTICLES OF DISSOLUTION  
 Enclosed Form No. N/A Tax Period 12/31/99 Due Date ASAP

To Be  Taxpayer & Spouse  An Officer/Partner  
 Signed &  \_\_\_\_\_  
 Dated By (Sign and date where indicated. Also sign and date your copy.)

600003176566--6  
 -03/20/00--01129--022  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Amount  This is a year-end return.  
 Of Tax Your payments amounted to \$ \_\_\_\_\_  
 Your balance is due as follows:  
 None With Return Due On: \_\_\_\_\_ 19\_\_ \$ 35 -

**Your Payment Record**  
 Date \_\_\_\_\_  
 Ck.# \_\_\_\_\_

Make Check  FLORIDA DEPARTMENT OF STATE  
 Payable To

Mail  FLORIDA DEPARTMENT OF STATE  
 Return Only To: DIVISIONS OF CORPORATIONS  
PO BOX 6327  
TALAHASSEE, FL 32314  
 Mail  
 Return And Check To:

Due Date: ASAP  
 FILED  
 MAR 20 PM 2:04  
 SECRETARY OF STATE  
 TALAHASSEE, FLORIDA

N/A  
 Over-Payment Your return shows an overpayment of \$ \_\_\_\_\_. We have indicated on the return that:  
 \$ \_\_\_\_\_ will be applied against your estimated tax for \_\_\_\_\_  
 \$ \_\_\_\_\_ is to be refunded to you automatically.

*VOIDS*  
*PRG*  
*3/29*

Remarks See Separate Instructions For Estimates And State Return.

**ARTICLES OF DISSOLUTION**

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Columbia Smyrna Group, Inc.

SECOND: The date dissolution was authorized: December 31, 1999

THIRD: Adoption of Dissolution (CHECK ONE)


- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

Board of Directors  
(voting group)

Signed this 31st day of December, 1999

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Donald R. Led Duke  
(Typed or printed name)

President  
(Title)

00 MAR 20 PM 2:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFIED COPY OF RESOLUTIONS  
OF THE  
BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
COLUMBIA SMYRNA GROUP, INC.**

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I hereby certify that the following Resolutions were unanimously adopted at a Special and Joint Meeting of the shareholders and Board of Directors of Columbia Smyrna Group, Inc., held on the 31st day of December, 1999.

RESOLVED, that it is in the best interest of Columbia Smyrna Group, Inc. and its shareholders, that the Corporation be liquidated, and it was further

RESOLVED, that the Corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and it was further

RESOLVED, that in accordance with such Plan of Liquidation, the Corporation, by its duly authorized officers and directors, and counsel for the Corporation, shall effectuate the following transactions:

1. Within thirty (30) days after the date of this meeting, counsel for the Corporation, by its duly authorized officers and directors, and counsel for the Corporation, shall file, with the District Director of the Internal Revenue Service, the form captioned "Corporation Dissolution or Liquidation" (Form 966), together with a certified copy of all of the resolutions made at this meeting, all as required by law.
2. After this Plan of Liquidation is adopted, the Corporation shall make a complete distribution of all of its assets, after payment or provision for any unpaid liabilities of the Corporation, to the Shareholders of this Corporation, which distribution shall be documented by Bills of Sale or other appropriate transfer documents and shall be completed within sixty (60) days of the date of this meeting, all in redemption and cancellation of all of the outstanding shares of the capital stock of the Corporation.
3. The appropriate officers of the Corporation and counsel to the Corporation shall prepare, execute and file, as appropriate, any and all other forms or documents required to be filed by the Internal Revenue Service, including tax returns, as soon as possible after the liquidating distribution is completed, but not later than any mandatory filing date(s).
4. The officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of all of the Resolutions passed at this meeting and to adopt any further resolutions and execute any documents, that may be found necessary or helpful in liquidating and dissolving the Corporation in accordance with the expressed intent of the Shareholders and the Board of Directors under the plan adopted at this meeting.



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Donald R. Led Duke, President