

P96000053196

HARRISON HOLDINGS INC.

200 Southeast First Street, Suite 901, Miami, Florida 33131

Telephone: 305/377-6942 ~ Facsimile: 305/377-7800

FILED  
98 DEC 28 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 23, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Dissolution of Harrison Holdings Inc.

600002723646--6  
-12/28/98--01107--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Ladies and Gentlemen:

Enclosed is a duly executed copy of the Articles of Dissolution of Harrison Holdings Inc. as well as an executed copy of the Unanimous Written Consent of the Shareholder and Directors of Harrison Holdings Inc. Also enclosed is a check payable to the Department of State in the amount of \$43.75, representing a \$35.00 filing fee and a \$8.75 fee required to obtain a Certificate of Status. A pre-addressed, stamped envelope is enclosed for your convenience.

We would appreciate it if the dissolution of Harrison Holdings Inc. could be effective December 28, 1998. If you have any questions or require additional information or documentation regarding this matter, please contact the undersigned at 305/377-6938.

Thank you for your cooperation.

Sincerely,



Sandra S. Spooner  
Vice President, Secretary-Treasurer

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Enclosures, as indicated

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CRS  
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## ARTICLES OF DISSOLUTION

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

FILED  
98 DEC 28 AM 8:59  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FIRST: The name of the corporation is: Harrison Holdings, Inc.

SECOND: The date dissolution was authorized: December 22, 1998

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

Not Applicable  
(voting group)

Signed this 22nd day of December, 19 98

Signature

Michael Weintraub

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

Michael Weintraub

(Typed or printed name)

President

(Title)

Attest:

Sandra S. Spooner

Sandra S. Spooner, Secretary

**UNANIMOUS WRITTEN CONSENT  
OF  
THE SHAREHOLDER AND DIRECTORS  
OF  
HARRISON HOLDINGS INC.**

**Dated December 22, 1998**

**BARBARA A. WEINTRAUB**, being the only shareholder holding all of the voting stock of **HARRISON HOLDINGS INC.**, a Florida corporation (the "Corporation"), and **MICHAEL WEINTRAUB, BARBARA A. WEINTRAUB and SANDRA S. SPOONER**, being all of the members of the Board of Directors of the Corporation, pursuant to the provisions of Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirements that notice of such meeting be given, and do hereby adopt, approve and consent that when all of the directors and the shareholder have signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and with the same force and effect as if adopted at a formal meeting of the shareholders and the Board of Directors respectively, of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**WHEREAS**, the Board has recommended to the shareholder that it is in the best interests of all parties to dissolve the Corporation; and

**WHEREAS**, the Board and the shareholder believe that it is in the best interests of the Corporation to dissolve the Corporation, and to approve, ratify, confirm, consent to and adopt the execution and delivery by the Corporation of the Articles of Dissolution of the Corporation substantially in the form of Exhibit A, attached hereto and made a part hereof, and any related agreements necessary to effect the same;

**NOW THEREFORE, BE IT RESOLVED**, that the dissolution of the Corporation in accordance with the provisions of Section 607.1402-3 of the Florida Statutes is hereby ratified, confirmed and approved in all respects **effective on or before December 31, 1998**; and it is further

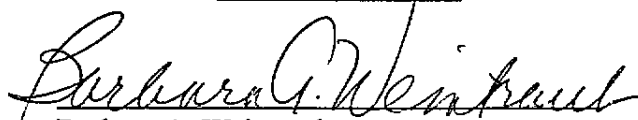
**RESOLVED**, that the proper officers of the Corporation be, and they hereby are authorized, empowered and directed to execute and deliver in the name of and/or on behalf of the Corporation the Articles of Dissolution of the Corporation to the Secretary of the State of Florida; and it is further

**RESOLVED**, that upon the filing of the Articles of Dissolution of the Corporation, the appropriate officers of the Corporation be, and they hereby individually are, authorized, empowered and directed to collect the assets, dispose of any properties that will not be distributed in kind to its shareholder, discharge or make provisions for the discharge of the liabilities, distribute its remaining property, and do every other act necessary to wind up and liquidate the business and affairs of the Corporation; and it is further


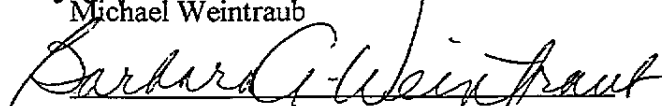
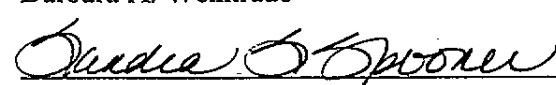
**RESOLVED**, that in addition to and without limiting the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to take, or cause to be taken, on behalf of the Corporation such further action, including the execution and delivery of all such other documents, instruments and certificates as such officers, in their discretion, deem necessary and appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instrument, documents and certificates, as the case may be), and all actions heretofore taken by the officers and agents of the Corporation in connection with the subject of such resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the act and deed of the Corporation.

**IN WITNESS WHEREOF**, the undersigned have duly executed this Unanimous Written Consent as of the date first above written.

**SHAREHOLDER**

  
Barbara A. Weintraub

**DIRECTORS**

  
Michael Weintraub  
  
Barbara A. Weintraub  
  
Sandra S. Spooner