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PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

April 30, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: The Robert N. Gordon
Foundation, Inc.
Articles of Dissolution

Dear Sir/Madam:

On behalf of the above-referenced Foundation, we have enclosed herein the Articles of Dissolution for The Robert N. Gordon Foundation, Inc. along with the Foundation's check in the amount of Fifty-Two Dollars and 50/100 (\$52.50) made payable to the Secretary of State.

Please forward to our Hollywood office a certified copy of said Articles of Dissolution as soon as possible.


If you have any questions or comments, please do not hesitate to contact our office.

Sincerely,


FREDERICK LEONE, JR.
For the Firm

FL:nh
Enclosures

FILED
98 MAY -4 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


LFT 5-11-98

FILED

98 MAY -4 AM 10:14

ARTICLES OF DISSOLUTION
OF
THE ROBERT N. GORDON FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, ROBERT N. GORDON and ELSIE GORDON, being the President and Secretary, respectively, of THE ROBERT N. GORDON FOUNDATION, INC., a not-for-profit corporation organized pursuant to the laws of the State of Florida, do hereby file these ARTICLES OF DISSOLUTION and certify that:

1. The name of corporation to be dissolved is as follows:

THE ROBERT N. GORDON FOUNDATION, INC.

2. The resolution to dissolve THE ROBERT N. GORDON FOUNDATION, INC., was unanimously adopted and approved at a Joint Meeting of the Directors and Member held via a telephone conference call February 17, 1998.

3. A Plan of Distribution of Assets was also unanimously adopted and approved at the Joint Meeting of the Directors and Member of the corporation. A copy of the plan is attached hereto.

4. The effective date of the dissolution of THE ROBERT N. GORDON FOUNDATION, INC. shall be the later of the 1st day of May, 1998, or the date on which these ARTICLES OF DISSOLUTION are filed by the Secretary of the State of Florida.

IN WITNESS WHEREOF, the undersigned, have executed and signed this certificate this 22 day of April, 1998.

THE ROBERT N. GORDON
FOUNDATION, INC.

By: Robert N. Gordon
ROBERT N. GORDON
President

By: Elsie Gordon
ELSIE GORDON
Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

HAVING BEEN DULY SWORN, I hereby certify that I am the President of THE ROBERT N. GORDON FOUNDATION, INC.; that I am one of the persons described in and who executed the foregoing ARTICLES OF DISSOLUTION; that I have read the same and know its contents, and that the contents contained therein are true.

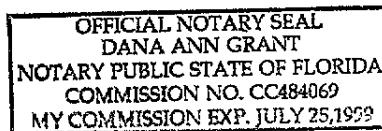


ROBERT N. GORDON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared ROBERT N. GORDON, who, after being duly sworn, did state that he is the President of THE ROBERT N. GORDON FOUNDATION, INC.; that he is one of the persons described in and who executed the foregoing document; that he has read the same and knows its contents, and that the contents contained therein are true.

WITNESS my hand and official seal in the County and State last aforesaid the 22 day of April, 1998.


NOTARY PUBLIC



MINUTES OF JOINT MEETING
OF THE DIRECTORS AND MEMBER OF
THE ROBERT N. GORDON FOUNDATION, INC.

A Joint Meeting of the Directors and Member of The Robert N. Gordon Foundation, Inc., was held via a telephone conference call February 17, 1998. The following resolutions were adopted by the Directors and approved by the Member:

RESOLVED, that The Robert N. Gordon Foundation, Inc., be dissolved and that corporate counsel be directed to prepare and file Articles of Dissolution with the Secretary of the State of Florida.

RESOLVED, that, upon the filing of the Articles of Dissolution, appropriate action be taken to notify the Internal Revenue Service that The Robert N. Gordon Foundation, Inc., has been dissolved.

RESOLVED, that all liabilities and obligations of the corporation be paid and discharged, or that adequate provisions be made therefor.

RESOLVED, that any assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.

RESOLVED, that any assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the corporation.

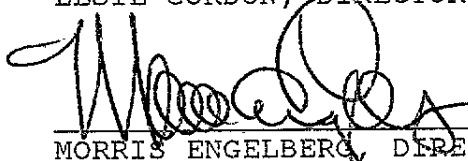
RESOLVED, that all remaining assets be distributed to one or more domestic or foreign corporations, trusts, societies, or organizations which qualify as "public charities" under the provisions of Internal Revenue Code Section 507(b)(1)(A).



ROBERT N GORDON, DIRECTOR AND MEMBER



ELSIE GORDON, DIRECTOR

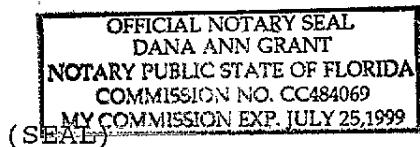


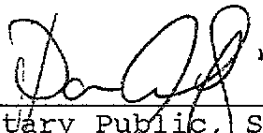
MORRIS ENGELBERG, DIRECTOR

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

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROBERT N. GORDON, who is personally known to me or has produced a driver's license to be the person described in and who executed the foregoing instrument and who did take an oath and who acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of April, 1998.





Notary Public, State of Florida
My commission expires: 7-25-99.
Print Name: Dana A. Grant
Print Title: Assistant Br Mgr.
Serial Number: CC 484069.

Personally Known ✓
or Produced Identification _____
Type of Identification Produced _____