

JUN-18-1998 16:13

KRAMER, GREEN, ZUCKERMAN & KAHN

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FLORIDA DIVISION OF CORPORATIONS  
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FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

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NAME: ALCO HOLDINGS, INC.

AUDIT NUMBER.....H98000011428

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....1 DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION****ALCO HOLDINGS, INC.**

1. The name of the corporation is ALCO Holdings, Inc.
2. The names and addresses of its officers are:

President: Arthur Cohen  
c/o Target Woodworks, Inc.  
705 E. 10th Avenue  
Hialeah, FL 33010

Vice President: Leonel Lopez  
7840 NW 185th Street  
Miami, FL

Secretary/  
Treasurer Aura Lopez  
7840 NW 185th Street  
Miami, FL

3. The names and addresses of its directors are:

Arthur Cohen  
c/o Target Woodworks, Inc.  
705 E. 10th Avenue  
Hialeah, FL 33010

Leonel Lopez  
7840 NW 185th Street  
Miami, FL

4. All debts, liabilities, and obligations of the Corporation have been paid or discharged or adequate provision has been made for them.

5. All the remaining property and assets of the Corporation have been distributed among the Shareholders, in accordance with their respective rights and interests (or no property remains for distribution to Shareholders after applying it to the payment of the liabilities and obligations of the Corporation.)

6. There are no actions pending against the Corporation in a court (or adequate

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Blvd.,  
Suite 485 So., Hollywood, FL 33021, phone: (954) 966-2112

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KRAMR GREEN ZUCKRMAN KAHN

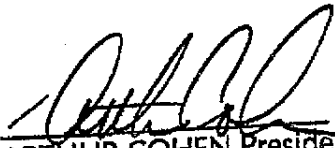
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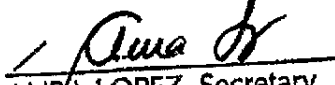
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provision has been made for the satisfaction of any judgment, order or decree that may be entered against the Corporation in any pending action).

7. An executed copy of the written consent of the Shareholders and Directors is attached. This written consent has been signed by all Shareholders and Directors.

Dated: June 18, 1998.

  
ARTHUR COHEN, President

  
AURA LOPEZ, Secretary

bob\cohen\art-dis

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**WRITTEN ACTION BY SHAREHOLDERS AND DIRECTORS  
OF  
ALCO HOLDINGS, INC.**

The undersigned, constituting the Directors and Shareholders of ALCO HOLDINGS, INC. hereby take the following action in lieu of a formal meeting and waive all notice requirements.

1. The Corporation shall pay off all outstanding debts immediately.
2. The Corporation shall be dissolved effective the date of execution, and ARTHUR COHEN, as President, and AURA LOPEZ, as Secretary, are authorized to execute the Articles of Dissolution. The same shall be filed with the Secretary of State of the State of Florida.
3. ARTHUR COHEN or AURA LOPEZ, as officers of the Corporation, are authorized to take any further action which may be necessary to dissolve and liquidate the Corporation.

Dated: June 18, 1998.

  
ARTHUR COHEN, Director/Shareholder

  
LEONEL LOPEZ, Director/Shareholder

bob/cohen/writ-act

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