

156117
RICHARDS

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
GRAND BAY PLAZA
2565 SOUTH BAYSHORE DRIVE
SUITE 900
MIAMI, FLORIDA 33133
TELEPHONE: 305-858-9900
TELECOPIER: 305-285-0015

CARACAS OFFICE:
TORRE LAS MERCEDES
2ND FLOOR
CHUAO-CARACAS
VENEZUELA
TEL 582-92-86-86
FAX 582-92-86-76

OF COUNSEL
MITCHELL S. POLANSKY

January 3, 1997

VIA FEDERAL EXPRESS # 2197303441

Florida Department of State
Division of Corporations
Attn: Certification Department
409 East Gaines Street
Tallahassee, Florida 32399

EFFICIENT DATE
2/2/97

~~800002047318--9~~
~~01/07/97-01028-014~~
~~*****87.50 *****87.50~~

800002047318--9
-01/07/97-01028-014
*****87.50 *****87.50

Re: **Rich Electronics, Inc. (the "Company")**

Dear Sir or Madam:

Enclosed are the following:

1. One (1) original and one (1) copy of the Articles of Dissolution of the Company;
2. One (1) copy of the Written Consent of the Shareholders of the Company approving and directing the dissolution of the Company; and,
3. One (1) check in the amount of \$87.50 to cover the filing fees for the Articles of Dissolution and certification fee.

Upon filing, please forward a certified copy of the Articles of Dissolution to our office.

Thank you for your assistance in this matter.

Sincerely,

James E. Hurley
Name: **James E. Hurley**
Availability: **1/14/97**
Document Examiner: *[Signature]*
Upriser: *[Signature]*
Upriser: *[Signature]*
Verifier: *[Signature]*
Acknowledgement: *[Signature]*
W.P. Verifier: *[Signature]*

JEH
Enclosures
rich@rich.com

Jess

FILED
97 JAN -6 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2/2/97

ARTICLES OF DISSOLUTION
OF
RICH ELECTRONICS, INC.

FILED
97 JAN -6 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED officer of Rich Electronics, Inc. (the "Corporation"), adopts the following Articles of Dissolution pursuant to Section 807.0704 and 807.1403, Florida Statutes:

ARTICLE I

The name of the Corporation is Rich Electronics, Inc.

ARTICLE II

The Effective Date of these Articles of Dissolution shall be February 2, 1997. Dissolution of the Corporation was authorized by the shareholders on January 2, 1997.

ARTICLE III

A copy of the Written Consent of a majority of the shareholders of the Corporation, dated January 2, 1997, approving and directing the voluntary dissolution of the Corporation is attached hereto. Such Written Consent has been signed by a majority of the shareholders of the Corporation. The vote of the shareholders is sufficient for approval.



Stuart E. Rich, President

WRITTEN CONSENT OF THE SHAREHOLDERS
OF RICH ELECTRONICS, INC.

Pursuant to Section 607.0704 Florida Statutes, the undersigned holder of a majority of the outstanding capital stock of Rich Electronics, Inc., a Florida corporation (the "Corporation"), hereby consents to the following resolutions of voluntary dissolution and liquidation of the Corporation:

RESOLVED, that a majority of the shareholders of the Corporation hereby consent to, approve and direct the voluntary dissolution and liquidation of the Corporation in accordance with the terms and provisions of the Plan of Liquidation (the "Plan of Liquidation") attached hereto;

RESOLVED, that the President of the Corporation, is hereby authorized and directed to do all acts and deeds and execute all instruments, agreements, conveyances and documents, and pay all expenses, fees and charges as in his sole discretion are necessary and desirable to effect the purpose of these resolutions;

RESOLVED, that the proper officers be, and they hereby are, authorized and directed to file Articles of Dissolution in the form attached as Exhibit "A", pursuant to Section 607.1403, Florida Statutes, with the Department of State of the State of Florida; and,

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do or cause to be done all such further acts and things as they may deem necessary and proper in order to effect the dissolution and liquidation of the Corporation in accordance with the Plan of Liquidation.

DATED this 2nd day of January, 1997.

SHAREHOLDERS:



Helen L. Rich

PLAN OF COMPLETE LIQUIDATION

OF

RICH ELECTRONICS, INC.

On January 2, 1997, a majority of the shareholders of Rich Electronics, Inc. (the "Company") approve and hereby evidence adoption of the Plan of Complete Liquidation through the Shareholders' Consent in Writing of even date and its execution hereof.

The Effective Date of the complete liquidation of the Company shall be on or before February 2, 1997 as determined by the Board of Directors.

I. PLAN OF COMPLETE LIQUIDATION

The Company shall be dissolved and completely liquidated according to the following procedures:

1. Within thirty (30) days of the date hereof, the President will cause to be filed Form 966 with the Internal Revenue Service, together with a certified copy of this Plan and adopting resolutions.
2. No later than the Effective Date, the Company shall be dissolved under Chapter 607, Florida Statutes, and Articles of Dissolution shall be duly executed and filed with the Secretary of State, State of Florida as soon as possible.
3. No later than the Effective Date, all assets of the Company will be liquidated and applied towards the Company's existing liabilities.

II. CANCELLATION OF THE SHARES

The authorized equity of the Company is 3,000 shares of common capital stock at par value of \$.01. At present, 2,008.0362 of such shares are issued, outstanding, fully paid and held of record by the Company's shareholders. Upon distribution of all of the Company's assets, free of or subject to any unpaid liabilities, all of the remaining shares shall be redeemed and canceled.

III. AUTHORIZATION

The officers and directors of the Company are hereby empowered, authorized, and directed to carry out the provisions of this plan, and to adopt any further amendments thereto or to take such other actions that may be necessary or desirable to accomplish the dissolution and complete liquidation of the Company.

EXHIBIT "A"
ARTICLES OF DISSOLUTION
OF
RICH ELECTRONICS, INC.

THE UNDERSIGNED officer of Rich Electronics, Inc. (the "Corporation"), adopts the following Articles of Dissolution pursuant to Section 607.0704 and 607.1403, Florida Statutes:

ARTICLE I

The name of the Corporation is Rich Electronics, Inc.

ARTICLE II

The Effective Date of these Articles of Dissolution shall be February 2, 1997. Dissolution of the Corporation was authorized by the shareholders on January 2, 1997.

ARTICLE III

A copy of the Written Consent of a majority of the shareholders of the Corporation, dated January 2, 1997, approving and directing the voluntary dissolution of the Corporation is attached hereto. Such Written Consent has been signed by a majority of the shareholders of the Corporation. The vote of the shareholders is sufficient for approval.



Stuart E. Rich, President