

194914



ACCOUNT NO. : 072100000032

REFERENCE : 873482 6475A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$35.00

ORDER DATE : June 29, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 873482-005

000002574910--2

CUSTOMER NO: 6475A

CUSTOMER: Mr. Richard Sabra
Atkinson Diner Stone &
1946 Tyler Street

Hollywood, FL 33020

dis

DOMESTIC FILINGS

NAME: HARRY RICH CORP.

FILED
98 JUN 29 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 JUN 29 PM 1: 04
DIVISION OF CORPORATION
6/29/98

ARTICLES OF DISSOLUTION

OF

HARRY RICH CORP.

98 JUN 29 PM 4:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1402 and 607.0704 of the Florida General Corporations Act, the undersigned, being all of the shareholders of HARRY RICH CORP. ("Corporation"), adopt the following Articles of Dissolution for the purpose of dissolving the Corporation by written consent in lieu of a Special Meeting of the Shareholders:

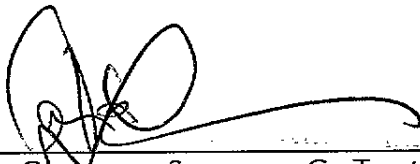
a. The name of the Corporation is HARRY RICH CORP.

b. The date of authorization of dissolution was June 24, 1998.

c. The dissolution was approved unanimously by written consent of all of the shareholders of the Corporation, to be effective as of June 30, 1998, and a copy of the written consent to dissolve is attached to these Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of the Corporation sign and execute these Articles of Dissolution.

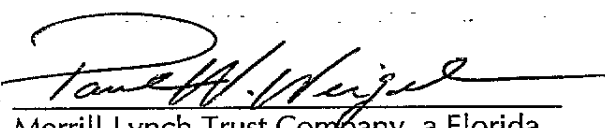
Dated this 19 day of June, 1998


Lois Cowan, as Successor Co-Trustee of the
Harry Rich Living Trust U/A/D 5/25/90

Dated this 23rd day of June, 1998


David Rich, as Successor Co-Trustee of the
Harry Rich Living Trust U/A/D 5/25/90

Dated this 24 day of June, 1998


Merrill Lynch Trust Company, a Florida
corporation, Paul Weigel, Trust Officer, as
Successor Co-Trustee of the
Harry Rich Living Trust U/A/D 5/25/90

STATE OF Maine)
COUNTY OF Waldo) SS:

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 19th day of June, 1998, by LOIS COWAN, to me personally known X or produced identification _____. Type of Identification produced _____.

Janet R. Anderson

Name:

Notary Public Janet R. Anderson, Notary Public

My Commission Expires: State of Maine

Commission No.: My Commission Expires 5/2/2005

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 23 day of June, 1998, by DAVID RICH, to me personally known ✓ or produced identification _____. Type of Identification produced n/a.

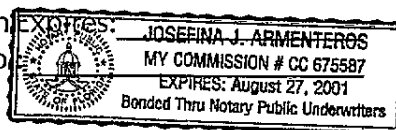
Josefina J. Armenteros

Name:

Notary Public

My Commission

Commission No.



STATE OF FLORIDA)
COUNTY OF Dade) SS:

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 24th day of June, 1998, by PAUL WEIGEL, on behalf of Merrill Lynch Trust Company, a Florida corporation, to me personally known ✓ or produced identification _____. Type of Identification produced _____.

Brenda M. Tallent

Name: BRENDA M. TALLENT

Notary Public

My Commission Expires:

Commission No.



**JOINT WRITTEN CONSENT OF SOLE STOCKHOLDER
AND DIRECTOR OF HARRY RICH CORP.**

The undersigned, as Successor Co-Trustees of the Harry Rich Living Trust U/A/D 5/25/90, being the sole stockholder and director of HARRY RICH CORP., a Florida corporation ("Corporation"), pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, and consent to, approve and adopt the following corporate acts:

RESOLVED, that the following plan of liquidation of HARRY RICH CORP., a Florida corporation, be and hereby is adopted:

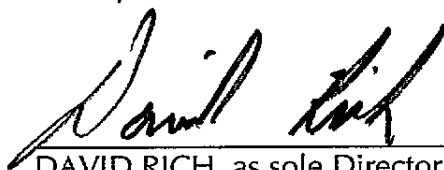
1. The Corporation, by its duly authorized officers, will cease the active conduct of its business and wind up its affairs, and will distribute to its sole stockholder, the Successor Co-Trustees of the Harry Rich Living Trust U/A/D 5/25/90, all its assets with the exception of a reasonable amount of cash to be retained for payment of debts, taxes, expenses of liquidation and any contingent liabilities as may exist. The sole stockholder shall agree to accept its interest in the Corporation's assets and will surrender all its stock for cancellation.

2. It is the intention of the Corporation that the foregoing liquidation comply in all respects with the requirements of Section 331 of the Internal Revenue Code of 1986, as amended.

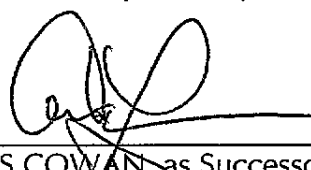
3. Within thirty (30) days after the date of this consent, counsel for the Corporation shall file Form 966 with the Internal Revenue Service, together with a certified copy of this Resolution.

4. The Corporation shall be dissolved under the laws of the State of Florida, effective as of June 30, 1998.

5. The officers and sole director of the Corporation are empowered, authorized and directed, to carry out the provisions of this Resolution, and to adopt any further resolutions that may be found necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the stockholder and director under the plan adopted hereby.



DAVID RICH, as sole Director of Harry Rich Corp. and as Successor Co-Trustee of the Harry Rich Living Trust U/A/D 5/25/90
Date: June 23, 1998



LOIS COWAN, as Successor Co-Trustee of the Harry Rich Living Trust U/A/D 5/25/90

Date: 19 June, 1998



By: Paul Weigel
MERRILL LYNCH TRUST COMPANY,
a Florida corporation, PAUL WEIGEL,
Trust Officer, as Successor Co-Trustee
of the Harry Rich Living Trust U/A/D 5/25/90
Date: JUNE 24, 1998

**CERTIFIED COPY OF
RESOLUTION OF
HARRY RICH CORP.**

I HEREBY CERTIFY that the following Resolution was unanimously adopted and approved by Joint Written Consent of Sole Stockholder and Director of HARRY RICH CORP. ("Corporation"), on the 24 day of June, 1998.

RESOLVED, that the following plan of liquidation of HARRY RICH CORP., be and hereby is adopted:

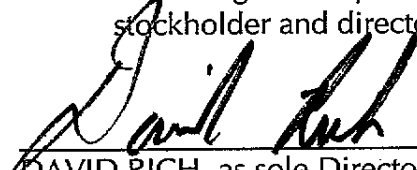
1. The Corporation, by its duly authorized officers, will cease the active conduct of its business and wind up its affairs, and will distribute to its sole stockholder, the Successor Co-Trustees of the Harry Rich Living Trust U/A/D 5/25/90, all its assets with the exception of a reasonable amount of cash to be retained for payment of debts, taxes, expenses of liquidation and any contingent liabilities as may exist. The sole stockholder shall agree to accept its interest in the Corporation's assets and will surrender all its stock for cancellation.

2. It is the intention of the Corporation that the foregoing liquidation comply in all respects with the requirements of Section 331 of the Internal Revenue Code of 1986, as amended.

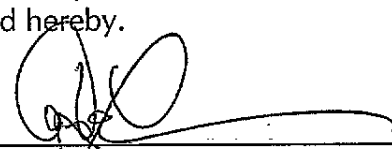
3. Within thirty (30) days after the date of this consent, counsel for the Corporation shall file Form 966 with the Internal Revenue Service, together with a certified copy of this Resolution.

4. The Corporation shall be dissolved under the laws of the State of Florida, effective as of June 30, 1998.

5. The officers and director of the Corporation are empowered, authorized and directed, to carry out the provisions of this Resolution, and to adopt any further resolutions that may be found necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the sole stockholder and director under the plan adopted hereby.




DAVID RICH, as sole Director of Harry Rich Corp. and as Successor Co-Trustee of the Harry Rich Living Trust U/A/D 5/25/90
Date: June 23, 1998



LOIS COWAN, as Successor Co-Trustee of the Harry Rich Living Trust U/A/D 5/25/90

Date: June 19, 1998

By: 

MERRILL LYNCH TRUST COMPANY,
a Florida corporation, PAUL WEIGEL,
Trust Officer, as Successor Co-Trustee
of the Harry Rich Living Trust U/A/D 5/25/90
Date: JUNE 24, 1998

ASSIGNMENT OF LIQUIDATING ASSETS

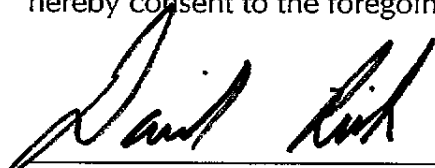
For and in consideration of the surrender of its shares, receipt of which is hereby acknowledged, HARRY RICH CORP., a Florida corporation undergoing complete liquidation and dissolution, hereby assigns and sets over to the Successor Co-Trustees of The Harry Rich Living Trust, U/A/D 5/25/90, its sole stockholder, all of its assets, subject to liabilities.

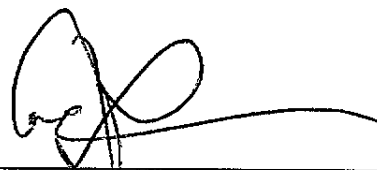
The undersigned Successor Co-Trustees of the Harry Rich Living Trust U/A/D 5/25/90, hereby accept the assignment of the above-described property, subject to liabilities, and agree to perform in accordance with the terms hereof.


HARRY RICH CORP., a Florida corporation

By: 
DAVID RICH, Director

The undersigned Successor Co-Trustees of the Harry Rich Living Trust U/A/D 5/25/90, hereby consent to the foregoing Assignment.


DAVID RICH
Date: June 23, 1998


LOIS COWAN
Date: June 19, 1998

By: 
MERRILL LYNCH TRUST COMPANY,
a Florida corporation
PAUL WEIGEL, Trust Officer
Date: JUNE 24, 1998