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November 1, 2001

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Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

**RE: BEN ZACK, INC.
LIQUIDATION**

Dear Sir or Madam:

This is to inform you that I am the attorney for Ben Zack, Inc. I am enclosing Articles of Dissolution for the corporation and the Plan of Liquidation for filing. The Internal Revenue Service requires that a certified copy of the Plan of Liquidation be filed with the form 966. Therefore, I would appreciate your providing a certified copy of the Plan of Liquidation to my office.

Please find enclosed a check for \$70.00 (\$35 of which is for filing the Articles of Dissolution and \$35 for the certified copy of the Plan of Liquidation).

Thank you for your assistance in this matter.

Sincerely yours,


IRA WEINSTEIN

IW:dcw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol 3 93493
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**ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.267 OF THE FLORIDA GENERAL
BUSINESS CORPORATION ACT OF
BEN ZACK, INC.**

PURSUANT to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

- 1) The name of the corporation is BEN ZACK INC.
- 2) The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>
JOEL ZACK	57 W. 93rd Street #6G, New York, NY 10025
MICHAEL ZACK	135 S. Parish Place, Burbank, CA 91506

3) JOEL ZACK and MICHAEL ZACK, as sole heirs and Personal Representatives, are acting as the directors of the corporation.

4) All debts, obligations, and liabilities of the corporation have been paid or discharged or adequate provision has been made for the payment of all of the debts, obligations, and liabilities of the corporation.

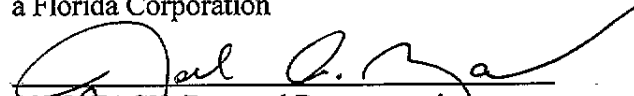
5) All the property and assets of the corporation remaining after payment of all debts, obligations, and liabilities of the corporation, have been distributed to the heirs of BEN ZACK, deceased, in accordance with their respective rights and interests or no property and assets remained to be distributed among the stockholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

6) There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the corporation in any pending actions or proceedings.

7) The Personal Representatives have elected to dissolve the corporation and a Resolution to Dissolve has been duly adopted by the Personal Representatives on Nov. 1st, 2001.

DATED November 1, 2001.

BEN ZACK, INC.
a Florida Corporation


JOEL ZACK, Personal Representative


MICHAEL ZACK, Personal Representative

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