432822

Blass & Frankel

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS MELVIN F. FRANKEL Suite 1400
Sunbank înternational Center
One Southeast Third Avenue
Miami, Florida 93/3/
Telephone (305) 377-9353
Facsimiles (305) 372-3670 or 371-6934

October 16, 1998

SECRETARY OF STATE FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS P. O. BOX 6327 TALLAHASSEE, FLORIDA 32314

700002667207--4 -10/19/98--01110--004 \*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: DAVID INVESTMENTS, INC.

### Gentlemen:

Enclosed herewith please find the original Articles of Dissolution, with copies of Certified Copy of Resolution to be Attached to Form 966 and Form 966, and Minutes of Special Meeting and Plan of Liquidation, with regard to the above corporation, together with check in the amount of \$35.00 to cover the filing fee.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

MELVIN F. FRANKEL

MFF:ds Enclosures (as stated) NOV -2 PM 2: 19
WHITARY OF STATE
ARASSEE FLOOR

ACID BOOK



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 21, 1998

MELVIN F. FRANKEL SUNBANK INTERNATIONAL CENTER, SUITE 1400 ONE SOUTHEAST THIRD AVENUE MIAMI, FL 33131

SUBJECT: DAVID INVESTMENTS INC

Ref. Number: 432822

We have received your document for DAVID INVESTMENTS INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler Document Specialist

Letter Number: 498A00051961

# Law Offices BLASS & FRANKEL, P.A.

Professional Association

Stephen A. Blass Melvin F. Frankel One Southeast Third Avenue
1400 SunTrust International Center
Mismi, Moricla 33131
Telephone (305) 377-9353
Facsimile (305) 372-3670 or 371-6934
INTERNET blasfran@icanect.net

October 27, 1998

SECRETARY OF STATE FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS P. O. BOX 6327 TALLAHASSEE, FLORIDA 32314

> RE: <u>DAVID INVESTMENTS, INC.</u> Ref. Number: 432822

#### Gentlemen:

In accordance with your letter of October 21, 1998, a copy of which is enclosed for your ease of reference, enclosed herewith please find the revised original Articles of Dissolution so as to conform with the applicable Florida Statutes, with copies of Certified Copy of Resolution to be Attached to Form 966 and Form 966, and Minutes of Special Meeting and Plan of Liquidation, with regard to the above corporation.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

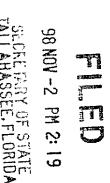
MELVIN FÆRANKEL

MFF:cj Enclosures (as stated)

## ARTICLES OF DISSOLUTION

**OF** 

#### DAVID INVESTMENTS, INC.



- 1. The name of the corporation is DAVID INVESTMENTS, INC.
- 2. The names and respective addresses of its Officers and Directors are:

SULAMITA SEINJET DE RABINOVICH - President and Director 1400 SUNTRUST INTERNATIONAL CENTER ONE SOUTHEAST THIRD AVENUE MIAMI, FLORIDA 33131-1777

ANA SEINJET DE DORON - Vice President/Secretary and Director 1400 SUNTRUST INTERNATIONAL CENTER ONE SOUTHEAST THIRD AVENUE MIAMI, FLORIDA 33131-1777

- 3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
- 4. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.
- 5. 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 action).
- 6. Dissolution was authorized and is effective as of October 5, 1998, and was approved by six of six of the single class of shareholders who unanimously approved the dissolution.

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 5th day of October, 1998.

Under penalties of perjury, we declare that we have read the foregoing, and the facts alleged are true, to the best of our knowledge and belief.

Dated this 5th day of October, 1998.

DAVID INVESTMENTS, INC.

BY: Maldal abunouel SULAMITA SEINJET DE RABINOVICH, President

ATTEST:

ANA SEINJET DE DORON, Secretary

(Rev. December 1995) Department of the Treasury

## Corporate Dissolution or Liquidation

(Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041

1313130 504705			•
Name of corporation DAVID INVESTMENTS, INC.		Employer Identification number 65-0131348	
Number, street, and room or suite no. (if a P.O. box number, see instructions below.) One S.E. Third Ave., Suite 1400 City or town, state, and ZIP code Miami. FT. 33131		Check type of return	
Miami, FL 33131	· -,·	1120-IC-0	
1 Date incorporated 2 Ptace incorporated  08/15/73 Miami Beach FT	3 Type of liquidation	Date resolution or plan of complete or partial liquidation was adopted	
E Code Code d	Complete Partial	10/5	158
Service Center where corporation filed its immediately preceding tax return  At 1 A NTA / Charsee CA 12/3/90	7a Last month, day, and year of final fax year	7b Was corporation's final tax return filed as part of a consolidated income tax return? if "Yes," complete 7c, 7d, and 7e.  Yes No	
Tradition Common Parent	7d Employer identification number of common parent	7e Service Center v consolidated ret	where ium was filed
8 Total number of shares outstanding at time of adoption of plan or liquidation		Common 60	Preferred 0
9 Date(s) of any amendments to plan of dissolution		None	
Section of the Code under which the corporation is to be dissolved or liquidated		331	
11 If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed			,
Attach a certified copy of the resolution or plan and al	il amendments or supplement	s not previously	
Inder penalties of perjury, I declare that I have examined this return, including accompany correct, and complete.	ying schedules and statements, and to the	best of my knowledge	and belief it is true
- Sulatdel alenoughesid		1 10/5	-100
Signature of onicer Title Date			
nstructions			<del></del>

Paperwork Reduction Act Notice. — We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping ..... 5 hr., 1 min. Learning about the law or the form..... 6 min. 

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. DO NOT send the tax form to this office. Instead, see When and Where To File on this page.

Who Must File. — A corporation must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations are not required to file Form 966. These organizations should see the Instructions for Form 990 or 990-PF.

When and Where To File. - File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of Property. — A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to liquidation of a subsidiary and to a distribution that is made pursuant to a plan of reorganization.

Address. — Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

Signature. — The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.

#### CERTIFIED COPY OF RESOLUTION TO BE ATTACHED TO FORM 966

I, ANA SEINJET DE DORON, do hereby certify that I am the duly elected and acting Secretary of DAVID INVESTMENTS, INC., a Florida Corporation; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the shareholders of this Company have executed and delivered to this Company, a consent to the dissolution of this Company; and

WHEREAS, this Company is to be voluntarily dissolved pursuant to the appropriate provisions of The Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company pursuant to the provisions of Internal Revenue Code 331;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Company be and the same is hereby adopted:

- (1) The proper officers of this Company shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of The Business Corporation Act of Florida.
- (2) The assets and property of this Company, subject to its liabilities, if any, shall be assigned and conveyed equally to the shareholders of this Company, upon said shareholder's agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Company, and the proper officers of this Company shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.
- (3) Upon such conveyance and assumption, this Company shall be dissolved, and the proper officers of this Company shall file with the Secretary of State of the State of Florida, the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Act of Florida, and such other documents as may be required under the laws of Florida, or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said corporation and with its corporate seal hereunto affixed this day of Other, 1998.

DAVID INVESTMENTS, INC.

ANA CENTER DE DODON

ANA SEINJET DE DORON, Secretary

(CORPORATE SEAL)

DAVID