

515170



ACCOUNT NO. : 072100000032

REFERENCE : 147868 4312767

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 52.50

ORDER DATE : February 25, 1999

ORDER TIME : 10:11 AM

*disc*

ORDER NO. : 147868-015

CUSTOMER NO: 4312767

900002787129--3

CUSTOMER: Donald Klein, Esq.  
Kline Moore & Klein  
Suite 903  
2665 S. Bayshore Drive  
Coconut Grove, FL 33133

RECEIVED

99 FEB 25 AM 11:20

DIVISION OF CORPORATION

DOMESTIC FILINGS

NAME: BOGAGE INVESTMENTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 25 PM 4:40

FILED

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY (2)
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*PPR*  
*2/25/99*

FILED  
99 FEB 25 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
BOGAGE INVESTMENTS, INC.

I.

The name of this corporation is: BOGAGE INVESTMENTS, INC.

II.

The names and addresses of the officers and directors of this corporation are as follows:

<b>GERALD I. BOGAGE</b>	President, Secretary and Director	620 Reinante Miami, Florida 33156
<b>CAROLE T. BOGAGE</b>	Vice President, and Director	620 Reinante Miami, Florida 33156
<b>LINDA C. BALL</b>	Comptroller	9090 S.W. 125th Terrace Miami, Florida 33176
<b>STEVEN C. WEISS</b>	Vice President	90 Edgewater Drive Coral Gables, Florida 33133

III.

That all debts, obligations and liabilities of the corporation have been paid or discharged or that adequate provision has been made therefor.

IV.

That after applying it to the payment of the liabilities and obligations of the corporation, all remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

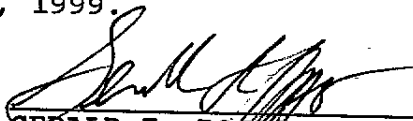
V.

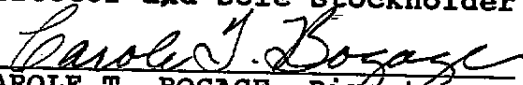
That there are no actions pending against the corporation in any court.

VI.

That the corporation has elected to dissolve by act of the corporation; a copy of the resolution to dissolve, the original of which was adopted by the directors and sole shareholder of the corporation on May 27, 1998, is attached hereto.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed this 15th day of February, 1999.

  
 \_\_\_\_\_  
 GERALD I. BOGAGE, President,  
 Director and Sole Stockholder

  
 \_\_\_\_\_  
 CAROLE T. BOGAGE, Director

STATE OF FLORIDA                    )  
   ) SS:  
 COUNTY OF DADE                    )

BEFORE ME, a Notary Public, authorized to take acknowledgments, in the State and County set forth above, personally appeared GERALD I. BOGAGE and CAROLE T. BOGAGE, known to me and known by me to be the persons who executed the foregoing Articles of Dissolution and they acknowledged before me that they executed the same, in the capacities set forth above and for the uses and purposes set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 15th day of February, 1999.

  
 \_\_\_\_\_  
 NOTARY PUBLIC, State of Florida



Donald M. Klein  
 MY COMMISSION # CC782165 EXPIRES  
 November 21, 2002  
 BONDED THRU TROY FAHN INSURANCE, INC.

CERTIFICATE OF CORPORATE RESOLUTION

The undersigned, **GERALD I. BOGAGE**, as President and Secretary of **LEADING EDGE, INC.**, a Florida corporation, does hereby certify that the following is a true and correct copy of a Resolution adopted by the Board of Directors of said corporation at a meeting thereof, legally called and held in accordance with the Articles of Incorporation and By-Laws of said corporation on May 27, 1998:

"RESOLVED that the following plan for the complete liquidation of this Corporation on or before May 27, 1999, be and it is hereby adopted:

1. The assets, property and property rights of the Corporation, subject to its liabilities, shall be assigned and conveyed to **GERALD I. BOGAGE**, as Trustee of the **Gerald I. Bogage Revocable Trust** dated October 3, 1994, the sole Shareholder of the Corporation, upon the 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 the Corporation; and the President of the Corporation shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents as may be requisite, necessary and appropriate to effect such conveyance to the Shareholder, and shall provide to the Shareholder a statement of the fair market values of all such assets as shall be distributed to the said Shareholder.

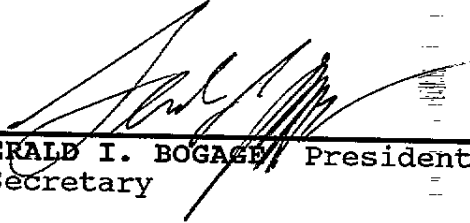
2. Upon such conveyance and assumption, the Corporation shall be dissolved and the President and such other officers of the Corporation as may be requisite, necessary and appropriate, shall file with the Corporations Division of the Secretary of State of Florida pursuant to the provisions of the Florida Corporation Code the appropriate Articles of Dissolution and such other documents as may be required to effect such dissolution.

3. The Corporation shall seek from the Internal Revenue Service a prompt assessment of any taxes due from the Corporation and complete any and all supplementary acts necessary to wind up and close out the affairs of the Corporation.

4. The Corporation shall file with the Internal Revenue Service in Atlanta, Georgia a Form 966, together with a certified copy of this Plan of Liquidation, within thirty (30) days after the adoption of this Plan; in the event and to the extent that any amendment or supplement to this Plan of Liquidation shall be adopted, the Corporation shall file an amended or supplemented Form 966, together with a certified copy of the amended Plan of Liquidation, within thirty (30) days after the adoption of such amendment or supplement."

I FURTHER CERTIFY that the foregoing Resolution was adopted at a meeting of the Board of Directors and Sole Stockholder of said corporation, legally called and held in accordance with the Certificate of Incorporation and with the By-Laws of said corporation, that the same was enacted unanimously by the said Directors and Stockholder and that the said Resolution is in full force and effect and has not been altered, modified or rescinded.

IN WITNESS WHEREOF, I have executed the above and foregoing Certificate on behalf of the corporation this 15th day of February, 1999.

  
GERALD I. BOGARD, President and  
Secretary