

591374

Bergman, Horowitz & Reynolds, P.C.

Attorneys at Law

Stanley N. Bergman^o
Robert H. Horowitz^o^{▲▲}
David L. Reynolds^o
Melvin Ditman^o
William C. G. Swift, Jr.^o
Paul L. Behling^o
Richard J. Klein^o^{▲▲}
James R. Brockway^o
Bruce I. Judelson^o^{▲†}
David A. Ringold^o[▲]
David L. Dubrow^o^{▲▲}
Paul M. Roy^{o†}
Jeremy A. Mellitz^o
Louis R. Piscatelli^o
Edward A. Renn^o
Elizabeth A. Whalen^o[▲]

157 Church St., 19th Fl.
P.O. Box 426
New Haven, Connecticut 06502
203 789 1320

Park Ave. & 46th Street
245 Park Avenue, 39th Fl.
New York, New York 10167
212 582 3580

Fax 203 785 8127
e-mail: bhr@taxlawyers.com
www.taxlawyers.com

December 28, 2001

Of Counsel

Richard S. Levine^o^{▲▲}
Kenneth N. Musen^o[▲]

Patricia A. Campana^o
Raquel S. Colby^o^{▲■}
Richard A. Fava^o[▲]
Mitchell R. Kops^o[□]
Jay F. Krause^o
Stephen Liss^o[▲]
Susan R. Nevas^o[▲]
Hunter N. Norton^o[■]
Jeffrey H. Roberts^o
Jay H. Rubinstein^o^{▲†}
Jason S. Rudnick^o
Von E. Sanborn^o[▲]
Deborah K. Snyder^o[▲]
Karen E. Yates^o

^oAdmitted in Connecticut
[▲]Admitted in New York
[■]Admitted in Florida
[†]Admitted in Massachusetts
[■]Admitted in New Jersey
[▲]Admitted in New Hampshire
[□]Admitted in Maine

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: P & S Ventures, Inc.

700004775117--0
-01/15/02--01035--001
*****52.50 *****52.50

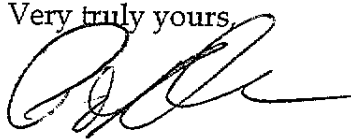
Dear Sir or Madam:

Enclosed for filing are the Articles of Dissolution for the above-referenced corporation. After this document has been filed, please forward a certified copy of the filed Articles to this office.

Also enclosed is a check in the amount of \$52.50 for the filing fee and certified copy fee.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Patricia A. Campana, Esq.

FILED
01 DEC 31 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAC/cas
Encs.

353269.1.

Dissolution

T BROWN JAN 17 2002

cc
5

Withers Bergman ^{LLP}

January 14, 2002

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32314

Re: P and S Ventures, Inc. and Riverside Holdings, Inc.

Dear Ms. Brown:

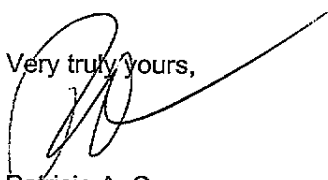
Enclosed, please find the following documentation:

1. Corrected Dissolution for P and S Ventures, Inc., including return notice from your office;
2. Dissolution of Riverside Holdings, Inc., including return notice from your office; and;
3. Board and Shareholders Resolutions authorizing me to execute and file the enclosed documents (as directed by your office).

Your office advised my assistant that the dissolution date may be requested to reflect the original filing date of December 28, 2001. Please make sure that the effective date remains December 28, 2001

If you have any questions, please feel free to contact me directly at 203-974-0331.

Very truly yours,


Patricia A. Campana

PAC\

direct: +1 203 974 0314

e-mail: patricia.campana@withersworldwide.com

admitted in Connecticut and Illinois

document: 354970.1.

157 Church Street
P.O. Box 426
New Haven, Connecticut 06502-0426
Telephone: +1 203 789 1320
Fax: +1 203 785 8127

New York: +1 212 582 3580
WithersLLP
London: +44 (0)20 7597 6000
Milan: +39 (0) 2 76 00 73 67

www.withersworldwide.com



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2002

PATRICIA A. CAMPANA, ESQ.
BERGMAN, HOROWITZ & REYNOLDS, P.C.
P.O. BOX 426
NEW HAVEN, CT 06502

SUBJECT: P AND S VENTURES, INC.
Ref. Number: 591374

We have received your document for P AND S VENTURES, INC. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return the enclosed check for \$52.50 or a newly issued check with your corrected document.

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 802A00001333

ARTICLES OF DISSOLUTION

FILED
01 DEC 31 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: P AND S VENTURES, INC.

SECOND: The date dissolution was authorized: December 27, 2001

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 28th day of December, 2001.

Signature

Patricia A. Campana
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Patricia A. Campana, Esq.
(Typed or printed name)

Attorney and Agent
(Title)

**JOINT RESOLUTIONS
OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
P & S VENTURES, INC.**

The undersigned, being all of the members of the Board of Directors and all of the shareholders of P & S Ventures, Inc., a Florida corporation (the "Corporation"), do hereby consent to the adoption of, and do hereby adopt, the following resolutions:

RESOLVED: The Corporation shall be dissolved effective upon the filing of Articles of Dissolution with the Secretary of State of the State of Florida; and be it further

RESOLVED: Patricia A. Campana, Esquire is hereby authorized and directed to execute and file Articles of Dissolution on behalf of the Corporation.

DATED as of the 27th day of December, 2001.

SHAREHOLDERS:

Name: _____

Arthur J. Samberg

Name: _____

Name: _____

BOARD OF DIRECTORS:

Name: _____

Arthur J. Samberg

Name: _____

Name: _____