

621354

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From: Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
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DIVISION OF CORPORATIONS

DISSOLUTION

S & A INSURANCE AGENCY, INC.

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KRAMER, GREEN, et al

P.02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 30, 1999

S & A INSURANCE AGENCY, INC.
2901 BRIDGEPORT AVE
P.O. BOX 817
COCONUT GROVE, FL 33133

SUBJECT: S & A INSURANCE AGENCY, INC.
REF: 621354

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE ATTACH THE WRITTEN CONSENT AS MENTIONED IN THE ARTICLES OF DISSOLUTION.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000033421
Letter Number: 599A00060689

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF DISSOLUTION
S & A INSURANCE AGENCY, INC.**

1. The name of the corporation is S & A INSURANCE AGENCY, INC.
2. The names and respective address of its officers are:

JEFFREY C. SAMAS,
President and Secretary
2901 Bridgeport Avenue
Coconut Grove, FL 33133

MELVIN L. SHAPANKA,
Vice President and Treasurer
2901 Bridgeport Avenue
Coconut Grove, FL 33133

PETER FIXLER
Vice President
2901 Bridgeport Avenue
Coconut Grove, FL 33133

3. The names and respective addresses of its Directors are:

JEFFREY C. SAMAS
2901 Bridgeport Avenue
Coconut Grove, FL 33133

MELVIN L. SHAPANKA
2901 Bridgeport Avenue
Coconut Grove, FL 33133

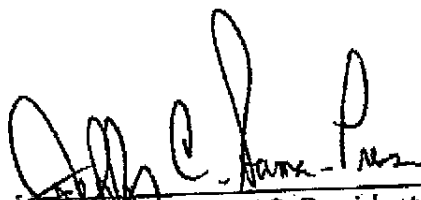
4. All debts, liabilities, and obligations of the Corporation have been paid or discharged or adequate provision has been made for them.
5. All the remaining property and assets of the Corporation have been distributed among the Shareholders in accordance with their respective rights and interests (or no property remains for distribution to Shareholders after applying it to the payment of the liabilities and obligations of the Corporation.)
6. There are no actions pending against the Corporation in a court (or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the Corporation in any pending action.)
7. An executed copy of the written consent of the Shareholders and Directors is attached. This written consent has been signed by all Shareholders and Directors.

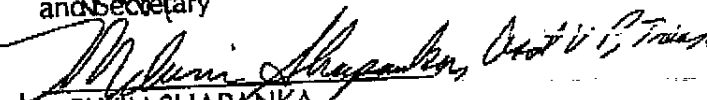
Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Blvd.,
Suite 485 So., Hollywood, FL 33021, phone: (954)966-2112

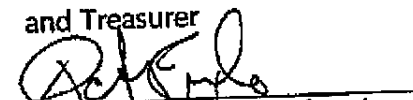
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: October 22, 1999.


JEFFREY C. SAMAS, President
and Secretary

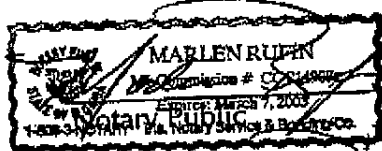

MELVIN SHAPANKA,
Assistant Vice President
and Treasurer


PETER FIXLER, Vice President

STATE OF FLORIDA }

COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 22 day of October, 1999, by JEFFREY C. SAMAS, as President, by MELVIN L. SHAPANKA, as Assistant Vice President and Treasurer, and PETER FIXLER, Vice President of S & A INSURANCE AGENCY, INC., a Florida corporation, on behalf of the corporation. They are personally known to me and they did not take an oath.



MARLEN RUFFIN
Typewritten Name of Notary

Charter Number

My Commission Expires:

K:\BOB\SIMONS\S&A-HLDART.DIS

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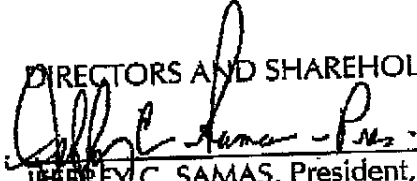
**WRITTEN ACTION BY SHAREHOLDERS AND DIRECTORS
OF
S & A INSURANCE AGENCY, INC.**

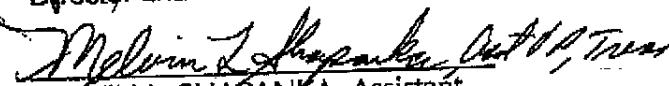
The undersigned, constituting the Directors and Shareholders of S & A INSURANCE AGENCY, INC., hereby take the following action in lieu of a formal meeting and waive all notice requirements.

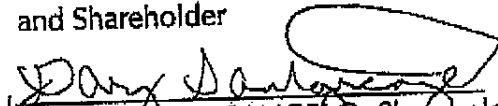
1. The Corporation shall pay off all outstanding debts immediately.
2. The Corporation shall wind down and dissolve no later than December 31, 1999 and JEFFREY C. SAMAS, as President and Secretary, and MELVIN L. SHAPANKA, as Assistant Vice President and Treasurer, are authorized to execute the Articles of Dissolution. The same shall be filed with the Secretary of State of the State of Florida prior to January 1, 2000.
3. All remaining property of the Corporation after payment of debts shall be distributed to the Shareholders who in turn shall contribute the same to S & A HOLDINGS, L.L.C. as a capital contribution.
4. JEFFREY C. SAMAS and MELVIN L. SHAPANKA, as officers of the Corporation, are authorized to take any further action which may be necessary to dissolve and liquidate the Corporation.

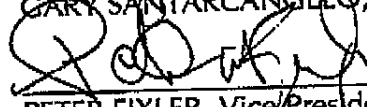
Dated: October 22, 1999.

DIRECTORS AND SHAREHOLDERS:


JEFFREY C. SAMAS, President, Secretary,
Director and Shareholder


MELVIN L. SHAPANKA, Assistant
Vice President, Treasurer, Director
and Shareholder


GARY SANTARCANGELO, Shareholder


PETER FIXLER, Vice President and
Shareholder

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