



630795

ACCOUNT NO. : 072100000032

REFERENCE : 008393 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 26, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 008393-005

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq  
Gary Dytrych & Ryan  
Suite 402  
701 U.S. Highway 1  
North Palm Beach, FL 33408

desp to  
inactive  
corp.  
900002672139-0  
-10/26/98-01058-002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC FILINGS

NAME: WILLOWDALE INVESTMENTS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
98 OCT 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 OCT 26 AM 11:29  
DIVISION OF CORPORATION  
10/27/98

FILED  
98 OCT 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is **Willowdale Investments, Inc.**

SECOND: The date of dissolution was authorized: OCTOBER 9, 1998

THIRD: Dissolution was approved by the shareholders. The number of votes cast by the shareholders was sufficient for approval.

Signed this 9<sup>th</sup> day of OCTOBER, 1998.

Signature

Donald I Webb  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

DONALD I WEBB  
(Typed or Printed Name)

PRESIDENT  
(Title)

Written Consent of the Stockholders and Directors in  
Lieu of Special Meeting of the Stockholders and  
Board of Directors Pursuant to Sections 607.0704 and  
607.0821 of the Florida Business Corporation Act

**Willowdale Investments, Inc.**  
a Florida corporation

The undersigned, being all the Stockholders and Directors of the above named corporation, based on the recommendation of the Board of Directors hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 331(a)(1) of the Internal Revenue Code, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File timely all forms required by the Internal Revenue Service in connection with the dissolution of the corporation,
2. Transfer all of the assets of the corporation to the stockholders of the corporation,
3. Obtain an appraisal of the assets to be distributed, if the directors deem such appraisal is advisable,
4. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
5. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
6. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
7. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: OCTOBER 9, 1998

Sole Shareholder:  
Conlane Investments, Inc.,  
a Canadian corporation

BY: Israel Kuebb

Directors:  
Israel Kuebb

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\_\_\_\_\_  
\_\_\_\_\_

**ACTION BY DIRECTORS**  
**WITHOUT A MEETING**

The undersigned, being all of the directors of Willowdale Investments, Inc., a Florida corporation, ("Corporation") herewith execute this consent to the actions taken without a meeting on OCTOBER 9, 1998. The following actions were taken:

RESOLVED AS FOLLOWS:

That the Board of Directors of the Corporation hereby unanimously recommends to the sole shareholder of the Corporation, Conlane Investments, Inc. that the Corporation be liquidated completely in accordance with the provisions of Section 331(a)(1) of the Internal Revenue Code.

Donald W. Webb  
\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director