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LAW OFFICES

M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION

3000 NORTH FEDERAL HIGHWAY

BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33306

OF COUNSEL

KEVIN M. LYONS

CARL G. SANTANGELO

TELEPHONE (954) 566-3390

TELECOPIER (954) 563-2546

MEMBER OF

FLORIDA AND GEORGIA BAR

VIA FEDERAL EXPRESS

December 28, 1999

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FLORIDA

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: RICHLIN INVESTMENT CO., INC.

Dear Sir:

Enclosed please find Articles of Dissolution of Richlin Investment Co., Inc., together with our check in the amount of \$43.75. Please return a certified copy of the Articles of Dissolution at your earliest possible convenience.

Diss  
1-11-00  
PMS

Very truly yours,



M. DANIEL HUGHES

MDH:fsj  
Enclosures

cc: Mr. & Mrs. Richard Jones

## ARTICLES OF DISSOLUTION OF

### RICHLIN INVESTMENT CO., INC.

1. The name of the corporation is RICHLIN INVESTMENT CO., INC.

2. The names and respective addresses of its officers are:

RICHARD JONES	PRESIDENT
2657 N.E. 26 <sup>th</sup> Street	
Fort Lauderdale, FL 33305	

LINDA JONES	SECRETARY/TREASURER
2657 N.E. 26 <sup>th</sup> Street	
Fort Lauderdale, FL 33305	

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

RICHARD JONES	LINDA JONES
2657 N.E. 26 <sup>th</sup> Street	2657 N.E. 26 <sup>th</sup> Street
Fort Lauderdale, FL 33305	Fort Lauderdale, FL 33305

4. All activities of the corporation terminated as of December 15, 1999.

5. No claims, actions or activities have been asserted against the corporation to date.

6. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

7. All of the remaining property and assets of the corporation have been distributed to its sole shareholders in accordance with their respective rights and interests.

8. There are no actions pending against the corporation in any court.

9. An executed copy of the written consent of the two (2) shareholders and directors of the corporation to dissolve is attached. This written consent has been signed by all of the shareholders of the corporation. A copy of the resolution of the sole shareholder and director

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CLERK OF DISTRICT COURT  
FORT LAUDERDALE, FLORIDA

to dissolve is attached. This resolution was adopted by the shareholders and directors of the corporation on Dec 15, 1999.

**RICHLIN INVESTMENT CO., INC.**

BY: Richard Jones  
RICHARD JONES, PRESIDENT

STATE OF FLORIDA                     )  
  )SS.:  
COUNTY OF BROWARD             )

I HEREBY CERTIFY that on this 27 day of December, 1999, before me personally appeared **RICHARD JONES**, who produced personally known as identification, to me known to be the person(s) described in and who executed the foregoing document and acknowledged the execution thereof to be his/her free act and deed for the use and purpose herein mentioned therein, and he/she did/did not take an oath.

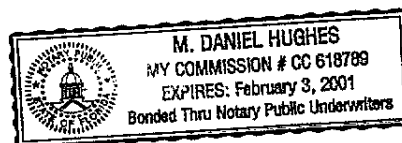
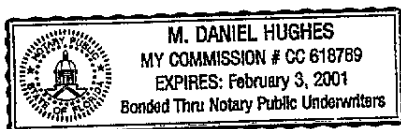
WITNESS my signature at \_\_\_\_\_, in the County and State abovestated, this 27 day of December, 1999

NOTARY PUBLIC:

SIGN: Richard Jones M. Daniel Hughes  
PRINT: RICHARD JONES

My Commission Expires:

(SEAL)



**CERTIFIED COPY OF RESOLUTION TO LIQUIDATE  
RICHLIN INVESTMENT CO., INC.**

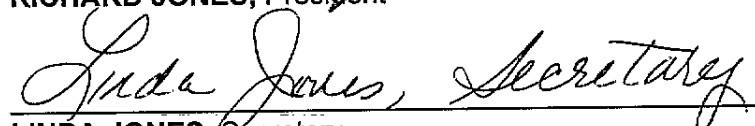
I HEREBY CERTIFY that the following Resolutions were unanimously adopted by a Special Meeting of the Shareholders of RICHLIN INVESTMENT CO., INC., held on the 15<sup>th</sup> day of December, 1999.

RESOLVED, that the Corporate be completely liquidated in accordance with the provisions of Section 336 of the Internal Revenue code of 1986, as amended, and be it

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. that within thirty (30) days of the date of this resolution adopting this plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, together with a certified copy of this resolution;
2. that the assets of the corporation shall be sold and the Corporation liquidated;
3. that the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it;
4. that thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to who the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rata basis, using the appraisal values obtained in Item 2 of this resolution;
5. that the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to state law;
6. that the proper officers and Corporation counsel shall file all other forms and documents required, including tax returns, as soon as possible after distribution of the corporate assets;
7. that specific authorization is given to M. Daniel Hughes, counsel for the Corporation, to prepare, sign and forward to the Commissioner of Internal Revenue, after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation; and
8. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.

  
RICHARD JONES, President

  
LINDA JONES, Secretary

**WRITTEN CONSENT OF SHAREHOLDERS AND  
DIRECTORS TO DISSOLVE CORPORATION**

That RICHARD JONES and LINDA JONES, as sole shareholders and directors of RICHLIN INVESTMENT CO., INC., hereby consent to the dissolution of the corporation.

Signed, Sealed and Delivered  
in the presence of:

in the presence of

Francis Jones

Richard Jones  
RICHARD JONES

Linda Jones  
LINDA JONES