

689332

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
99 SEP 24 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J + T Associate Investment  
Corporation

500002995995--9  
-09/24/99--01034--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

C. COULLETTE SEP 24 1999

RECEIVED  
99 SEP 24 AM 10:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
9-30-99

Signature \_\_\_\_\_

Requested by: CS      9/24      9:33  
Name                      Date                      Time

Walk-In \_\_\_\_\_      Will Pick Up \_\_\_\_\_

ARTICLES OF DISSOLUTION  
OF  
J & T ASSOCIATE INVESTMENT CORPORATION

1. The name of the corporation is J & T ASSOCIATE INVESTMENT CORPORATION.

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

President and Treasurer:

Thomas Cohen, Deceased  
c/o Merrill L. Cohen, Personal Representative  
222 Summer Street  
Worcester, MA 01604

Vice President:

Merrill L. Cohen  
222 Summer Street  
Worcester, MA 01604

Secretary:

Nancy B. Prusin  
39 Hillsboro Avenue  
Toronto, Ontario  
CANADA M5R 1S6

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3. The name and address of its sole director is:

Thomas Cohen, Deceased  
c/o Merrill Cohen, Personal Representative  
222 Summer Street  
Worcester, MA 01604

4. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

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

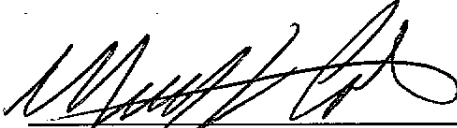
6. There are no actions pending against the corporation in any court.

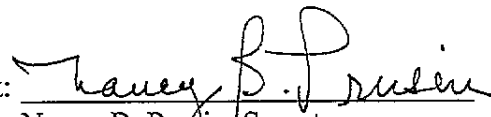
EFFECTIVE DATE  
9-30-99

7. A copy of the resolution to dissolve (Written Consent of the Stockholders and Directors) is attached hereto. That resolution was adopted by the shareholders of the corporation on the 17 day of September, 1999.

**The effective date for the dissolution of the corporation shall be September 30, 1999.**

Dated this 17 day of September, 1999.

  
Merrill L. Cohen, Vice President

Attest:   
Nancy B. Prusin, Secretary

State of Massachusetts  
County of

Before me personally appeared Merrill L. Cohen who is the Vice President of J & T Associate Investment Corporation, and who acknowledged before me that he executed the foregoing Articles of Dissolution.

In Witness Whereof, I have hereunto set my hand and seal on this 17<sup>th</sup> day of September, 1999.

My Commission Expires:

10/4/02

  
Notary Public - State of Massachusetts

  
Printed Name of Notary Public

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS  
IN LIEU OF A SPECIAL MEETING OF THE STOCKHOLDERS  
AND BOARD OF DIRECTORS PURSUANT TO FLORIDA STATUTE 607.0821

The undersigned, being all the Stockholders and Directors of J & T ASSOCIATE INVESTMENT CORPORATION, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

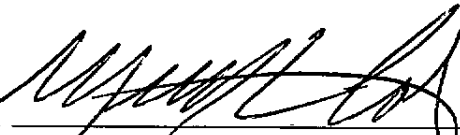
RESOLVED, that the corporation be liquidated in accordance with the provisions of Florida law and the Internal Revenue Code.

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

1. File any required forms, together with a copy of this Consent, with the District Director of the Internal Revenue Service.
2. Distribute all of the assets, subject to any unpaid liabilities, to the stockholders in cancellation of all outstanding stock of the corporation.
3. File a certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
4. File all other forms and documents required by the State of Florida and Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
5. Provide for the payment of any indebtedness owed by the corporation to any creditors, and, it is

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

Dated: 9/17/99

  
Merrill L. Cohen, Personal Representative  
of the Estate of Thomas Cohen, Deceased,  
Sole Shareholder and Sole Director.