

731347

STEEL HECTOR & DAVIS LLP

Requestor's Name

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Address

TALLAHASSEE 32301 222.2300

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CONSUMER CREDIT COUNSELING SERVICE OF PALM BEACH COUNTY, FLORIDA
(Corporation Name) (Document #)

2. THE TREASURE COAST OF FLORIDA, INC. 731347
(Corporation Name) (Document #)

3. *dis*
(Corporation Name) (Document #)

4.
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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REGARDING FILING PLEASE
CONTACT ELIZABETH AT 222.2300.
THANK YOU.

Examiner's Initials

ADR
2/7/01

ARTICLES OF DISSOLUTION

Pursuant to Section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

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FIRST: The name of the corporation is **Consumer Credit Counseling Service of Palm Beach County and the Treasure Coast of Florida, Inc.**

SECOND: The corporation has no members or members with voting rights.

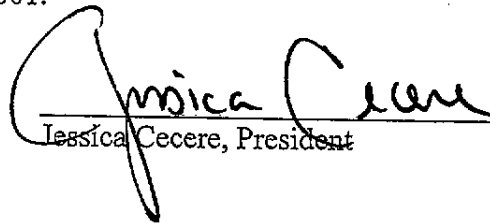
The date of adoption of the resolution by the board of directors was January 25, 2001.

The number of directors in office was eleven (11) and the vote for the resolution was eight (8) for and none (0) against.

The Plan of Distribution of Assets attached hereto as **Exhibit A-1** was duly adopted by the board of directors of the corporation.

THIRD: The dissolution shall be effective on January 31, 2001.

Signed this 31st day of January, 2001.


Jessica Cecere, President

PLAN OF DISTRIBUTION OF ASSETS

The Plan of Distribution of Assets of Consumer Credit Counseling Service of Palm Beach County and the Treasure Coast of Florida, Inc., a Florida not for profit corporation (the "Corporation"), has been formulated in accordance with Section 617.406 of the Florida Not For Profit Act and Section 2 of Article X of the by-laws of the Corporation, which Section 2 states:

"Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the County Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

Said Plan of Distribution of Assets is as follows:

1. **Plan of Liquidation**

The Corporation will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.

2. **Liabilities and Obligations**

All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.

3. **Assets Held upon Condition**

Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

4. **Assets Subject to Limitations**

Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

5. **Other Assets**

Any other and remaining assets shall be distributed in accordance with the articles of incorporation of the Corporation.

6. **Dissolution**

The Officers and Directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time and may withdraw the Corporation from qualification in any other state whenever they deem such action appropriate. No further consents of the Directors shall be required.

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