

F42049

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
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*BOARD CERTIFIED REAL ESTATE LAWYER
**BOARD CERTIFIED CIVIL TRIAL AND
BUSINESS LITIGATION LAWYER

July 16, 1997

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

900002243809--8
-07/22/97--01069--020
*****35.00 *****35.00

Re: ARTICLES OF DISSOLUTION

TO WHOM IT MAY CONCERN:

Enclosed please find an original and a copy of Articles of
Dissolution of Blitz Interior Corporation.

Also enclosed is a check in the amount of \$35.00 to cover
filing fees. Please file the Articles of Dissolution and return a
stamped copy back to my office in the enclosed self-addressed,
stamped envelope.

If you have any questions concerning this matter, please feel
free to contact me.

Sincerely,

POWELL, CARNEY, HAYES
& SILVERSTEIN, P.A.


Alan M. Gross

AMG:vl
Encs.
cc: Ms. Ingrid Bliwenitz

FILED
97 AUG -5 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMG 8/5

Vol. DISS.

**ARTICLES OF DISSOLUTION
OF
BLITZ INTERIOR CORPORATION**

FILED
97 AUG -5 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLITZ INTERIOR CORPORATION, a Florida corporation, by its undersigned President and Secretary, files these Articles of Dissolution pursuant to Florida Statutes §607.1403, effective as of June 30, 1997, and states as follows:

1. The name of the corporation is BLITZ INTERIOR CORPORATION, a Florida corporation.

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

<u>Name of Officer</u>	<u>Title</u>	<u>Address</u>
Ingrid Bliwernitz	Pres/Sec/Treas	1710 Arabian Lane Palm Harbor, FL 34685

3. The name and address of its directors are as follows:

<u>Name of Officer</u>	<u>Address</u>
Ingrid Bliwernitz	1710 Arabian Lane Palm Harbor, FL 34685

4. Blitz Interior Corporation, by its undersigned officers, hereby affirmatively states that the liabilities and the obligations of the Corporation have been paid or discharged or that adequate provision has been made therefor.

5. Blitz Interior Corporation, by its undersigned officers, hereby affirmatively states that all of the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. Blitz Interior Corporation, by its undersigned officers, hereby affirmatively states that there are no actions pending against the Corporation in any court, nor has any judgment, order or decree been entered against the Corporation for which a satisfaction of judgment, order or decree may be required.

7. Blitz Interior Corporation, by its undersigned officers, hereby affirmatively states that an Action by Written Consent of all of the shareholders of the Corporation to dissolve the Corporation is attached hereto and marked as Exhibit "A" and by this reference incorporated herein. The Action by Written Consent has been signed by all of the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purposes of dissolving the Corporation under the laws of the State of Florida, the undersigned execute their Articles of Dissolution this ____ day of July, 1997.

Blitz Interior Corporation, a Florida corporation

By: Ingrid Bliwernitz
Ingrid Bliwernitz, President

Attest: Ingrid Bliwernitz
Ingrid Bliwernitz, Secretary

(CORPORATE SEAL)

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDER
IN LIEU OF A SPECIAL MEETING OF
BLITZ INTERIOR CORPORATION**

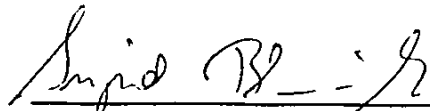
Pursuant to the authority contained in Section §607.0704 of the Florida Statutes, the undersigned, being the sole shareholder of Blitz Interior Corporation, a Florida corporation, does hereby take and adopt the following actions in writing, without a meeting:

RESOLVED, that the corporation be dissolved and it was:

RESOLVED FURTHER, that the plan of liquidation set forth in the Directors' resolutions adopted is hereby approved by the shareholders of the corporation; and it was:

RESOLVED FURTHER, that the officers and directors of the corporation are hereby authorized and directed to collect and distribute the assets of the corporation in accordance with the terms and on the conditions set forth in the plan and to take such further action as maybe necessary or proper to liquidate and dissolve the corporation as of July 18, 1997.

DATED: July 16, 1997.



Ingrid Bliwernitz, as Trustee of
the Ingrid Bliwernitz Trust u/t/d
August 24, 1994
Sole Stockholder

Exhibit A

**ACTION BY WRITTEN CONSENT
OF DIRECTORS
IN LIEU OF A SPECIAL MEETING OF
BLITZ INTERIOR CORPORATION**

Pursuant to the authority contained in Section §607.0821 of the Florida Statutes, the undersigned, being all of the directors of Blitz Interior Corporation, a Florida corporation, does hereby take and adopt the following actions in writing, without a meeting:

RESOLVED, that it is deemed to be in the best interest of the corporation that it be dissolved; and it was:

RESOLVED FURTHER, that the question of dissolving the corporation be submitted to a vote of the shareholders; and it was approved.

RESOLVED FURTHER, that a plan of liquidation be adopted, said plan to provide for the assembling and marshalling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the apportioning of the remaining assets among the shareholders according to their respective interest; and it was:

RESOLVED FURTHER, that the following plan of liquidation be recommended to the shareholders of the corporation:

1. The Corporation will be liquidated pursuant to Section 331 of the Internal Revenue Code of 1986, as amended and will distribute all of its assets to its shareholders, less assets retained to meet claims, within twelve (12) months of the adoption of this plan of liquidation, which will be the date that this proposed plan of liquidation is approved by the shareholders.

2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made therefor.

3. The officers of the corporation will be authorized to sell any or all of its assets on the terms and conditions, and for such consideration, that the officers deem reasonable or expedient, and to execute such instruments that will be necessary to transfer title to such assets.

4. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation will be authorized and directed to distribute the remaining assets, if any, of the corporation to the shareholders of record in the following manner:

(a) With respect to any cash and any assets other than cash that are easily divisible, by distribution to each such shareholder of record a proportion of such cash or

other assets equal to the proportion that the shares owned by such shareholder bears to the total issued and outstanding shares of this corporation; and

(b) With respect to all other assets, by distributing to each shareholder of record an undivided interest in each of such assets equal to the proportion that the shares of this corporation owned by such shareholder bears the total issued and outstanding shares of this corporation.

5. The distribution of the assets will be made to the shareholders of this corporation on the following conditions:

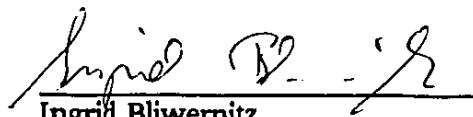
(a) That on demand made by the Board of Directors, each shareholder surrender, for cancellation, the certificate or certificates evidencing his ownership of capital stock of this corporation; and

(b) That such distribution shall be in complete satisfaction of the rights of the shareholder as a shareholder of this corporation; and it was:

RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed to take appropriate measures to obtain the shareholders' approval of the above plan of liquidation hereby authorized by obtaining either the affirmative vote of the shareholders or by obtaining the written consent of the shareholders of the plan; and it was:

RESOLVED FURTHER, that, upon approval of the above plan of liquidation by the shareholders, the officers of this corporation are hereby authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this corporation pursuant to said plan.

DATED: July 16, 1997.


Ingrid Bliwernitz
Director

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
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July 28, 1997

Ms. Teresa Brown
Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: BLITZ INTERIOR CORPORATION
Ref. Number: F42049
Your Letter Number: 497A0037497

Dear Ms. Brown:

Per your above-reference letter number and referenced corporation, enclosed please find a copy of your letter, and the documents requested. We apologize for the oversight and would appreciate your attention in filing the Articles of Dissolution and return a copy in the self-addressed and stamped envelope provided for your convenience.

If you have any questions, please feel free to contact me.

Sincerely,

POWELL, CARNEY, HAYES
& SILVERSTEIN, P.A.


Alan M. Gross

AMG:jo
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1997

ALAN M. GROSS
POWELL, CARNEY, HAYES & SILVERSTEIN, PA
P.O. BOX 1689
ST. PETERSBURG, FL 33731-1689

SUBJECT: BLITZ INTERIOR CORPORATION
Ref. Number: F42049

We have received your document for BLITZ INTERIOR CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 497A00037497